



Irene Gomez-Bethke Papers.

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ARTICLES OF INCORPORATION  
OF  
MIGRANTS IN ACTION  
Inc.

We, the undersigned, for the purpose of forming a non-profit corporation under and pursuant to the provisions of Chapter 317, Minnesota Statutes, known as the "Minnesota Non-profit Corporation Act" and Laws amendatory thereof and supplementary thereto, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

I.

Section 1. The name of this corporation shall be Migrants In Action, Inc.

II.

Section 1. The corporation shall be organized exclusively for educational and charitable purposes which seek to promote the public interest and to do all things as may be necessary and proper to carry out the foregoing aims and purposes.

III.

Section 1. For the purpose of carrying out the purposes and intents of this organization, the corporation shall have all rights, powers and privileges allowed to a non-profit corporation under the laws of the State of Minnesota, unless herein provided to the contrary as to any specific power.

IV.

Section 1. *purposes?* No director, officer, member or other private person shall be entitled to receive any compensation, dividend, profits, or any other pecuniary gain or profit, incidentally or otherwise, as a result of the existence and operation of the corporation; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 3. The corporation shall distribute income for each taxable year at such time and in such manner as not to become subject to the tax

on distributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended by the 1969 Tax Reform Act, or corresponding provisions of any subsequent Federal Tax Laws.

Section 4. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, as amended by the 1969 Tax Reform Act, or corresponding provisions of any subsequent Federal Tax Laws.

Section 5. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended by the 1969 Tax Reform Act, or corresponding provisions of any subsequent Federal Tax Laws.

Section 6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended by the 1969 Tax Reform Act, or corresponding provisions of any subsequent Federal Tax Laws.

Section 7. The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, as amended by the 1969 Tax Reform Act, or corresponding provisions of any subsequent Federal Tax Laws.

Section 8. 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 corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

Section 9. In the event of the dissolution of this corporation, or the liquidation of its business, or the winding up of its affairs for any reason all of its remaining property of any kind, nature and description, and wheresoever situated, shall be disposed of by dedication to one or more of the aims and purposes for which this corporation is formed and organized, and none of such property shall in any manner, directly or indirectly, be transferred to or in any respect whatsoever inure to the benefit of any director, officer, or member of the corporation. Upon dissolution, such remaining property must be given to an entity exempt from taxation under Section 501 (c) (3).

## V.

Section 1. The period of duration of the corporation shall be perpetual.

## VI.

Section 1. The registered office of the corporation shall be

St. Paul, Minnesota. The Board of Directors shall have authority to carry on the affairs of the corporation at such other places within the State of Minnesota as they may from time to time designate.

VII.

Section 1. The incorporators (whose names and post office addresses are set forth in this article) shall constitute the first Board of Directors, whose term of office shall be one (1) year, or until their successors are elected and have qualified.

Roger S. Haydock  
1649 Suburban  
St. Paul, Minnesota 55106

Michael A. Wolff  
1038 Stinson Street  
St. Paul, Minnesota 55103

Richard A. Kaplan  
1812 Oakdale Avenue  
W. St. Paul, Minnesota 55118

VIII.

Section 1. No director, officer or member of the corporation shall in anywise be personally liable or responsible for any debt or obligation incurred by or on behalf of, or imposed upon, the corporation.

IX.

Section 1. This corporation shall have no capital stock and no corporate seal.

IN WITNESS WHEREOF, the incorporators and first Board of Directors have hereunto set their hands this 3rd day of May, 1972, at St. Paul, Minnesota.

WITNESSES:

John Spade  
Dolores Cruz

Roger S. Haydock  
ROGER S. HAYDOCK  
Incorporator and Director

Michael A. Wolff  
MICHAEL A. WOLFF  
Incorporator and Director

Richard Kaplan  
RICHARD A. KAPLAN  
Incorporator and Director

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF RAMSEY )

On this 3rd day of May, 1972, personally appeared before me Roger S. Heydock, Michael A. Wolff, and Richard A. Koplen, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation of Migrants In Action, Inc., and they acknowledged that they executed the same as their free act and deed and for the uses and purposes therein expressed.

Alberta Dowlin  
ALBERTA DOWLIN  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Commission Expires Aug. 22, 1975

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 9 day of May A. D. 1972 at 9 o'clock P. M., and was duly recorded in Book \_\_\_\_\_ of Incorporations, on page \_\_\_\_\_

Arlen D. Erdahl  
Secretary of State



MIGRANTS IN ACTION  
1162 SELBY AVENUE  
ST. PAUL, MINNESOTA 55104

ARTICLE I

Board of Directors

Section 1.1

The general management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation. The number of the Board of Directors shall be no more than 15.

Section 1.2

The Board of Directors shall be composed as follows:

1. Members of the Board shall be Latinos.
2. At least 5 members of the Board where possible shall have expertise in the fields of law, accounting, insurance, banking, foundation work and politics.

All of the above to be screened by the Board of Directors prior to selection.

Section 1.3

The Board of Directors in subsequent years shall be elected at the annual meeting (in October) upon nomination by a nominating committee appointed by the members present. Any Director shall be eligible for re-election.

Section 1.4

If the office of any Director becomes vacant for any reason, a majority of the remaining members of the Board of Directors, may choose a successor who shall hold office until the next annual meeting of the Board of Directors and until his successor is elected. A Director may resign at any time by submitting his resignation in writing to the Board of Directors. There is to be an active list of 2 people to be successors or called upon in an emergency.

Section 1.5

No paid employee of the corporation shall be eligible for election, and Directors shall not receive compensation for services, but shall be reimbursed for travel on long trips and for conferences.

ARTICLE II

Meeting of the Board of Directors

Section 2.1

The Directors shall hold an annual meeting at a time and place voted on by the Board at its prior regular meeting; this meeting shall be held for the election of Board members and for the transaction of such other business as may properly come before the meeting.

Section 2.2

The Board of Directors shall also meet once each month and for special meetings as the Chairperson (in their absence, the Vice Chairperson) may call. Notice of regular meetings and of special meetings shall in each case be not less than three days in advance of each meeting.

Section 2.3

51% of the current membership must be in attendance to constitute a quorum.

Section 2.4

At all Board of Directors meetings each Director shall have one vote.

### ARTICLE III

#### Officers

##### Section 3.1

One month after their annual meeting, the Board of Directors elect a Chairperson, Vice Chairperson, Secretary, Treasurer.

##### Section 3.2

Should the Board be left without a Chairperson, due to resignation etc..., nomination and election by a majority of the remaining Board membership shall be sufficient to elect a new Chairperson.

##### Section 3.3

A Board member shall be responsible for serving all notices of the Board of Directors, and keep charge of such other books and papers as the Board of Directors may direct.

##### Section 3.4

The Board of Directors shall receive monthly statements of financial status of the Corporation.

##### Section 3.5

All officers shall be subject to removal at any time with cause by the affirmative vote of the majority of all members of the Board of Directors.

##### Section 3.6

One of two designated Directors shall endorse checks on behalf of the Corporation. Either of which will be the Chairperson of the Finance Committee. ?



#### ARTICLE IV

##### Projects, Task Forces and Committees

The Board of Directors may appoint such standing or special committee as they see fit in connection with specific projects and designated duties and power of such committees. No such committee shall be given authority to amend the Articles of Incorporation or to amend the By-Laws of this Corporation.

#### ARTICLE V

##### Fiscal Year

The Corporation's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

#### ARTICLE VI

##### Amendments

These By-Laws may be amended by a 2/3 majority of members present of the Board of Directors at any meeting called for such purpose, the notice of which meeting specifically states the nature of the amendment to be considered; provided, however, that the members may at any time, by a majority vote of the members present at any regular or special meeting, due notice of which has been given, revoke such amendment of the By-Laws, or may amend the By-Laws to provide that further amendments shall be made only by a vote of the membership.

Adopted May 31, 1978

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Chairperson