

**COLORADO EDUCATION ASSOCIATION
2010 ANNUAL MEETING OF THE CORPORATION
Proposed Amendments to the CEA Articles of Incorporation**

Amendment #1

PROPOSED CHANGE: RETIRED REPRESENTATION ON CEA BOARD OF DIRECTORS

ARTICLE VII. BOARD OF DIRECTORS

2. The voting members of the Board of Directors shall be the officers, the NEA Directors, the Unit Directors, ~~and~~ the At-Large Directors, **AND THE RETIRED DIRECTORS.**
5. Succeeding Unit, ~~and~~ At-Large, and **RETIRED** Directors shall be elected by the Delegate Assembly in the manner provided in the Bylaws for two-year (2) terms. No director shall serve more than three (3) consecutive terms. Periods of service of ~~Unit and At-Large~~ directors elected in special elections shall not constitute a term and shall not be applied to the consecutive term limitation.

Explanation:

By action of the 1999 CEA Delegate Assembly, the Bylaws were amended to allow for Retired Director(s) on the Board of Directors, removing the Retired Director from the At-Large Director Category and adding the Retired Director Category. The Retired Directors are entitled to cast votes equal to the Retired Membership in the Association. This proposed amendment reflects the current practices and brings the Articles of Incorporation and Bylaws into compliance.

Amendment #2

PROPOSED CHANGE: STUDENT REPRESENTATION ON CEA BOARD OF DIRECTORS

ARTICLE VII. BOARD OF DIRECTORS

2. The voting members of the Board of Directors shall be the officers, the NEA Directors, the Unit Directors, ~~and~~ the At-Large Directors, **AND THE STUDENT DIRECTORS.**
5. Succeeding Unit, ~~and~~ At-Large, **and STUDENT** Directors shall be elected by the Delegate Assembly in the manner provided in the Bylaws for two-year (2) terms. No director shall serve more than three (3) consecutive terms. Periods of service of ~~Unit and At-Large~~ directors elected in special elections shall not constitute a term and shall not be applied to the consecutive term limitation.

Explanation:

Currently, Student members have a non-voting representative on the Board of Directors. This amendment to the Articles of Incorporation would provide for a Student Director to be elected to the CEA Board of Directors as a voting member.

NOTE: Should both of these proposed amendments be adopted, the language will be combined to read that the voting members of the Board of Directors shall be the officers, the NEA Directors, the Unit Directors, the At-Large Directors, the Retired Directors, and the Student Directors.