



National Association for Court Management
Strengthening Court Professionals

Original Resolution No. 2 of 2019

**In Support of Amendments to the Articles of Incorporation
of the National Association for Court Management**

WHEREAS, at the 2018 Fall Board of Directors Meeting of the National Association for Court Management (NACM), the Board of Directors voted to propose the elimination of a Board position; and

WHEREAS, the Board is committed to identifying ways to be a good steward of association resources; and

WHEREAS, through the restructuring of committees and duties, the Board is confident that it can continue to maintain the same level of service for its members; and

WHEREAS, the Board of Directors structure is outlined in association's Articles of Incorporation; and

WHEREAS, amendments to the Articles of Incorporation are necessary in order to accomplish the elimination of a Board position and to make future adjustments to the composition of the Board, less cumbersome; and

NOW, THEREFORE, BE IT RESOLVED, that the National Association for Court Management hereby recommends adoption by its membership of the attached amendments to its Articles of Incorporation; and

FURTHER BE IT RESOLVED, that NACM shall present the attached amendments to its Articles of Incorporation to its membership at its annual meeting consistent with the association's bylaws and applicable Virginia law.

**ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION FOR COURT MANAGEMENT**

Amended July 2019

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

ARTICLE I

NAME

The name of the corporation is:

NATIONAL ASSOCIATION FOR COURT MANAGEMENT

ARTICLE II

PURPOSES

- 2.1 The Association is an independent society, and its purposes are:
1. To improve the administration of justice through the application of modern management techniques.
 2. To support the independence of the judiciary, particularly at the trial court level.
 3. To determine, formulate, and declare fundamental policies, principles, and standards involved in judicial administration and to standardize judicial terminology and statistical reporting methods.
 4. To promote coordination of judicial research activities and furnish a forum for the interchange of practical information relating to judicial administration.
 5. To aid in the improvement of judicial administration in general, with particular emphasis on the study, development, and use of scientific and technological methods.
 6. To increase the proficiency of court managers.
- 2.2 The Association is not organized and shall not operate for profit, but is organized exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c)(3).

ARTICLE III

MEMBERS

3.1 As of the date of filing of these Articles of Incorporation, all of the members in good standing of the NATIONAL ASSOCIATION FOR COURT ADMINISTRATION and of the NATIONAL ASSOCIATION OF TRIAL COURT ADMINISTRATORS shall be members of the Association.

3.2 ~~There shall be seven classes of members as follows:~~

- ~~1. Regular~~
- ~~2. International~~
- ~~3. Associate~~
- ~~4. Student~~
- ~~5. Honorary~~
- ~~6. Retired~~
- ~~7. Sustaining~~

~~The qualifications and rights for each class of members shall be as set forth in the Bylaws.~~

[The Association shall have one or more classes of members with such designations, qualifications and rights as set forth in the Bylaws.]

ARTICLE IV

BOARD OF DIRECTORS

4.1 ~~The Board of Directors shall consist of two classes of Directors as follows:~~

~~Class A Directors: Eight Regular or International members elected by the members of the Association, to serve staggered two-year terms, one Director from each of the following categories:~~

~~Urban: A member working in a court serving a population area in excess of 100,000 people.~~

~~Rural: A member working in a court serving a population area less than 100,000 people.~~

~~Elected: A member who is employed in a court as a direct result of winning a contested or uncontested election in a jurisdiction wherein he or she is to be employed.~~

~~Appointed: A member who is employed in a court or jurisdiction as a result of being designated or named to the position.~~

~~Large: A member who is employed in a court or jurisdiction that has in excess of five (5) full time judges.~~

~~Small: A member who is employed in a court or jurisdiction that has five (5) or fewer full time judges.~~

~~General Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of general jurisdiction.~~

~~Limited Jurisdiction: A member who is employed in a court that is defined by the laws of that state as a court of limited jurisdiction.~~

[The affairs of the association shall be managed by a Board of Directors elected by the members and consist of two classes of Directors as follows:

Class A Directors: Except as to the initial Board of Directors, the number, term, and qualification of Directors shall be prescribed by the Bylaws.]

Class B Directors: The five officers, ex officio, to serve one-year terms: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President.

4.2 The number of Directors constituting the initial Board of Directors is fourteen, and the names and addresses of the persons who are to serve as initial Directors are:

Kathryn Barrett
Administrator
Mesa City Court
59 North MacDonald
Mesa, AZ 85201

V.J. Beninati, Jr.
District Clerk
Galveston County Dist. Court
722 Moody, Rm. 404
Galveston, TX 77550

Bobby T. Branum
Circuit Clerk
Butler Co. Courthouse
P.O. Box 134
Greenville, AL 36037

Stanley R. Collis
Executive Officer
Alameda Superior Court
209 Courthouse
Oakland, CA 94612

Judith A. Cramer

E. Marie Gardner

Court Administrator
Montgomery County
Court of Common Pleas
41 North Perry
Dayton, OH 45422

Clerk of District Court
Judicial Building
Colorado Springs, CO 80903

Kathleen M. Gehring
Administrator
Roxbury District Court
P.O. Box 66647
Seattle, WA 98166
Samuel L. Grice
Circuit Clerk
29th Judicial Circuit
P.O. Box 512
Talladega, AL 35160

Charlton E. Gnad
Circuit Clerk
Prince William County
P.O. Box 191
Manassas, VA 22110
Gordan M. Griller
District Court Administrator
Room 1001 - Courthouse
Kellogg and Wabasha Avenues
St. Paul, MN 55102

Michael Krell
Administrator
Sacramento Municipal Court
Sacramento County Courthouse
720 9th Street
Sacramento, CA 95814

Bernard A. Scally, III
Court Administrator
1224 City Hall Annex
Philadelphia, PA 19107

Karen Wick
Administrator
Evergreen District Court
13801 179th Avenue, S.E.
P.O. Box 625
Monroe, WA 98272

Ronald R. Witkowiak
Court Administrator
Milwaukee County Courthouse
901 N. 9th Street – Room 500-A
Milwaukee, WI 53233

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the initial registered office of the Association is 300 Newport Avenue, City of Williamsburg, Virginia 23187-8798. The name of the registered agent is Beatrice P. Monahan who is a member of the Virginia State Bar, is a resident of the Commonwealth of Virginia, and whose business office is identical with the registered office of the Association.

ARTICLE VI

POWERS

6.1 For the purposes set forth above, and subject always to the restrictions contained in these articles, (see particularly Article VII and Article VIII), the Association shall have and may exercise all of the powers granted to a Virginia nonstock corporation, including, but not limited to, the powers (a) to accept or decline any gift, or contribution, of whatever character, or any offer of a loan, (b) to take and receive funds from the government of the United States, the governments of the States, local governments, charitable or educational organizations (including foundations), and individuals, and (c) to participate in the activities of other corporations, trusts, foundations or organizations; provided that such other entities are organized and operated exclusively for the purposes substantially like the purposes of the Association and are subject to restrictions similar in effect to those to which the Association is subject.

ARTICLE VII

QUALIFIED ORGANIZATIONAL RESTRICTIONS

7.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in these articles.

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

7.3 Notwithstanding any other provision of these articles, the Association shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law)>

7.4 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.5 The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.6 The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

7.7 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, or corresponding provisions of any subsequent Federal tax laws.

7.8 The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

DISTRIBUTION ON DISSOLUTION

8.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or literary purposes as shall at that 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 subsequent United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the Judicial Circuit or District in which the principal office of the Association 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.

Dated April 30, 1985

John A. Rockwell
Incorporator