

ARTICLES OF INCORPORATION

(As amended and adopted at the Annual Business Meeting, 6 April 1961)

1. The name of such corporation is The National Council of Teachers of Mathematics (Incorporated).
2. The object for which it is formed is to assist in promoting the interests of mathematics in America, especially in the elementary and secondary fields, by holding meetings for the presentation and discussion of papers, by conducting investigations for the purpose of improving the teaching of mathematics, by the publication of papers, journals, books, and reports, thus to vitalize and coordinate the work of many local organizations of teachers of mathematics and to bring the interests of mathematics to the attention and consideration of the educational world.
3. The management of the corporation shall be vested in a board of not less than three directors, or such greater number of directors as may be provided for in the bylaws of the corporation, as amended from time to time.
4. The corporation shall be exclusively a charitable, scientific, and educational corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as currently in effect or as hereafter amended from time to time, provided, however, that the corporation shall not operate a post-secondary educational institution or vocational school, nor shall it be authorized to receive any child for care or placement apart from its own parent or guardian.
5. The corporation is not organized for profit or pecuniary benefit. It is a membership corporation without stock or stockholders. No part of the revenue or income of the corporation shall inure, either directly or indirectly, to the benefit of any member, officer, employee or any private individual or to the benefit of any corporation or organization, any part of the net earnings of which inure to the benefit of any private individual, provided, however, that this shall not prevent payment of reasonable compensation for services actually rendered to or for the corporation in effecting its purposes.
6. The corporation shall not, directly or indirectly:
 - a) Devote any substantial part of its activities to the carrying on of propaganda or otherwise attempting to influence legislation, or participate or intervene, by the publication or distribution of statements or otherwise, in any political campaign on behalf of any candidate for public office;
 - b) Make any accumulation of income unreasonable in amount or duration or invest income in any manner to jeopardize the fulfillment of the objects of the corporation;
 - c) Engage in any activity affecting the corporation's right to full tax exemption as a charitable, scientific or educational organization under Federal laws or the laws of states or local governmental bodies;
 - d) Make any loan to any of its officers or directors; nor shall it, directly or indirectly devolve any pecuniary or economic benefit upon any member, sponsor, donor, creator, director, officer, or employee by reason or virtue of, or through:

- e) The loan of any part of its income or property to any such person or organization without the receipt of adequate security and a reasonable rate of interest; or
 - f) The purchase of any property from any such person or organization for more than adequate consideration in money or money's worth or the sale to any such person or organization for less than adequate consideration in money or money's worth or any other transaction with any such person or organization which might result in the diversion of the income or property of the corporation.
7. If, at any time, the corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities be paid over to an organization, selected by the final Board of Directors of the corporation, which has similar purposes and has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 as now enacted or as it may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific, and educational programs.
8. The following persons are hereby selected as the Directors to control and manage said corporation for the first year of its corporate existence, viz.:

Charles M. Austin
333 North Oak Park Avenue
Oak Park, Illinois

H. E. Slaught
5548 Kenwood Avenue
Chicago, Illinois

Lillis Price
631 Lake Avenue
Wilmette, Illinois

9. The location is in the city of Chicago in the county of Cook in the State of Illinois, and the post office address of its business office is at No. 5548 Kenwood Avenue, in the said city of Chicago, Illinois.