

**AMERICAN ASSOCIATION OF INTENSIVE ENGLISH PROGRAMS  
D/B/A EnglishUSA**

**RESOLUTION OF BOARD OF DIRECTORS**

**Approval of Proposed Amended Bylaws and Governing Documents**

WHEREAS, the Board of Directors (the “Board”) of the American Association of Intensive English Programs d/b/a EnglishUSA (“EnglishUSA”) has approved the proposed amended Bylaws of EnglishUSA on May 27, 2019;

WHEREAS, the Board has further determined to recommend the amended Bylaws to the EnglishUSA membership for approval by the members entitled to vote;

WHEREAS, it has been brought to the Board’s attention that EnglishUSA’s original Articles of Incorporation (filed in April 1989) and other governing documents may also need to be amended to include language consistent with the proposed amended Bylaws, recommended provisions by the Internal Revenue Services for exempt organizations, and the Colorado Nonprofit Corporations Act.

THEREFORE, it is hereby RESOLVED:

1. The attached proposed and recommended amended Bylaws of EnglishUSA be presented to the EnglishUSA membership for approval.
2. The proposed amended Bylaws shall be approved by written ballot in accordance with EnglishUSA’s current Bylaws and applicable laws, which requires at least two-thirds of the members responding to the written ballot affirmatively approving the proposed amended Bylaws.
3. In addition to approval of the Bylaws, the written ballot shall seek approval to amend EnglishUSA’s original Articles of Incorporation and other governing documents to include language consistent with the proposed amended Bylaws, recommended provisions by the Internal Revenue Services for exempt organizations, and the Colorado Nonprofit Corporations Act.
4. Upon member approval, the authorized agent of EnglishUSA is to prepare and file the required documents with the Colorado Secretary of State accordingly.

*Approved this 27th day of May 2019*



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*Nadine Baladi  
President of the Board of Directors*