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AMENDED BYLAWS OF NIRSA FOUNDATION

As adopted by the NIRSA Foundation Board of Directors March 7, 2001 and
Approved by NIRSA Board of Directors on March 26, 2001.
Amended on September 14, 2006.
Amended on January 12, 2011
Amended on March 5, 2013
Amended on February 25, 2014
Amended on July 22, 2014
Amended on December 8, 2015

ARTICLE I. PURPOSES AND DEFINITIONS

Section 1. Purposes. The Purposes for which the NIRSA Foundation (the “Foundation”) is organized are:

- A. To serve, promote, and to support educational programs for Recreational Sports, including but not limited to research, scholarships, publications, professional development, minority recruitment and national conferences and workshops of NIRSA within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and
- B. To engage in any lawful activity for which corporations may be organized under Oregon laws, none of which is for profit, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and
- C. Notwithstanding any other provision in this Article I, the corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Offices. The principal office of the Foundation shall be located in the state of Oregon. The Foundation may have such other offices, either within or without the state of Oregon, as the Foundation Board may determine or as the affairs of the Foundation require from time to time.

Section 3. Definitions.

- A. “Act” shall mean the Oregon Nonprofit Corporation Act as codified in ORS Ch. 65, as amended from time to time;
- B. “Annual Conference” shall mean the annual conference and exhibition put on by NIRSA;
- C. “Emeritus Member” shall mean any Professional Member of NIRSA who is eligible for Emeritus Membership status in NIRSA and is approved by the NIRSA Board for Emeritus Membership under the terms and conditions set forth in the NIRSA Bylaws;

- D. “NIRSA” shall mean the National Intramural-Recreational Sports Association, Inc., an Oregon nonprofit mutual benefit corporation;
- E. “Past President” shall mean an individual who has previously served as the President or Chair of the Foundation;
- F. “Professional Member” shall mean any individual who is currently a member in good standing of NIRSA as a Professional Member under the terms and conditions set forth in the NIRSA Bylaws; and
- G. “Professional Life Member” shall mean any individual who is currently a member in good standing of NIRSA as a Professional Life Member under the terms and conditions set forth in the NIRSA Bylaws.

ARTICLE II. MEMBERS

Section 1. Membership. NIRSA shall be the Foundation’s sole member (the “Member”).

Section 2. Member Meeting.

- A. Annual Meeting. The annual membership meeting shall be held at a time and place to be designated by the Foundation Board, typically approximately two months prior to the NIRSA Annual Conference.
- B. Special Meetings. Special membership meetings for any purpose or purposes, unless otherwise proscribed by statute, may be called by the Foundation Board.

Section 3. Voting Rights. In addition to any and all voting rights otherwise granted to the Member under Oregon law or by the Foundation’s Articles of Incorporation or these Bylaws, the Member shall have the right to vote with respect to the following:

- A. Admission of additional members to the Foundation;
- B. The election of Member Directors and At Large Directors;
- C. Any proposed amendments to the Foundation’s Articles of Incorporation or these Bylaws recommended by the Foundation Board;
- D. Any material changes to the Foundation’s exempt purposes or activities recommended by the Foundation Board; and
- E. Any proposed restructuring or reorganization of the Foundation, such as a merger, dissolution or sale of substantially all of the Foundation’s assets, recommended by the Foundation Board.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of a membership meeting and, in case of a special membership meeting, the purpose

or purposes for which the meeting is called, shall be given to the Member no fewer than seven (7) days before such meeting, or if the notice is mailed by other than first class or registered mail, no fewer than 30 days, but in any event, not more than 60 days before the meeting. The notice of the annual membership meeting shall include the names of those persons nominated for directorship to be voted on by the Member at the annual membership meeting as provided for in Article III of these Bylaws. To the extent allowed by law, notice of either the annual meeting or a special meeting may be fulfilled by electronic mail or such other form of computer communication whereby the Member either directly or indirectly receives notice of the meeting.

Section 5. Action by Written Ballot.

- A. Any action which may be taken at any annual or special membership meeting may be taken without a meeting, if so determined by the Foundation Board, if the Foundation delivers a written ballot to the Member at the Member's last known address as shown on the Foundation's record.
- B. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.
- C. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of approvals that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. All solicitations for votes by written ballot shall:
 - (i) indicate the number of responses needed to meet the quorum requirements;
 - (ii) state the percentage of approvals necessary to approve each matter, other than the election of directors;
 - (iii) contain instructions for marking and returning of the ballot; and
 - (iv) specify a reasonable time by which a ballot must be received by the Foundation in order to be counted.

Section 6. Proxies. The Member shall have the right to cast its vote either in person or by proxy executed in writing by the Member or by its duly authorized attorney-in-fact. Such proxy shall be filed with the President before or at the time of the meeting. No unrevoked proxy shall be valid after eleven months from the date of its execution unless some other definite period of validity shall be expressly provided therein. No proxy may be effectively revoked until notice in writing of such revocation has been given to the President.

Section 7. Transfers. The Member shall not transfer a membership or any right arising therefrom.

ARTICLE III. BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of the Foundation shall be managed by the Foundation Board.

Section 2. **Composition.**

- A. The Board of Directors shall be known as the Foundation Board of Directors (the "Foundation Board"). The Foundation Board shall consist of up to eleven voting members. One member of the Foundation Board shall be a Past President or Past Chair of the Foundation Board (the "Past President Director"); one member of the Foundation Board shall be known as the "At Large Director,"; and the remaining members of the Foundation Board shall be known as the Directors. Up to two voting member positions may be filled by person who is not a Professional, Professional-Life or Emeritus member of NIRSA; the remaining voting member positions will be filled by a Professional, Professional Life or Emeritus members of NIRSA.
- B. The Executive Director of NIRSA shall serve as an ex officio, non-voting member of the Foundation Board.
- C. A majority of members on the Foundation Board shall not also be members of the NIRSA Board of Directors.

Section 3. **Nomination and Election of the Foundation Board.** Members of the Foundation Board shall be nominated by the Foundation's Nominating Committee. The names of nominees shall be submitted to the Foundation Board for approval and recommendation to the Member. The Member shall vote to elect nominated Directors to the Foundation Board at the annual meeting of the Member prior to the NIRSA Annual Conference

Section 4. **Tenure.** The Directors shall serve staggered three-year terms beginning on May 1, with at least three positions expiring each year. The At Large Director and Past President Director shall serve for one-year terms, beginning on May 1. Directors may serve an unlimited number of terms.

Section 5. **Vacancies, Removals, and Resignations.**

- A. A vacancy on the Foundation Board shall exist upon the death, resignation, failure to qualify, or removal of any Director, or upon an increase in the number of authorized Directors.
- B. The Foundation Board shall fill any vacancy occurring in the Foundation Board by a majority vote of the remaining Directors, even if the remaining Directors constitute less than a quorum. Each Director so elected shall hold office for the unexpired term of the vacant directorship and until his or her successor is elected and qualified.
- C. All or any number of Directors may be removed, with or without cause, by the

Member at a meeting called expressly for that purpose. Absence of any Director from three consecutive meetings of the Foundation Board without an excuse deemed valid by the Foundation Board may be considered as cause for removal.

- D. Any Director may resign at any time by giving written notice to the Foundation Board or to the President or Secretary of the Foundation. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a Director is tendered to take effect at a future time, a successor may be selected in accordance with these Bylaws to take office when the resignation becomes effective.

Section 6. Meetings of the Foundation Board.

- A. Annual Meeting. The annual meeting of the Foundation Board shall typically be held during the NIRSA Summer Leadership Meeting or at such other date, time and place as determined by the Foundation Board.
- B. Special Meetings. Special Meetings of the Foundation Board may be held whenever called by two or more of the Directors.
- C. Notice. Notice of the time and place of any special meeting of the Foundation Board shall be delivered at least two (2) days previously thereto by written notice delivered personally or sent by mail to each Director at his/her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered 7 days after being deposited in the United States mail in postage prepaid, sealed envelope appropriately addressed to said director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the purpose of, nor the business to be transacted at, any annual meeting or special meeting of the Foundation Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these Bylaws.
- D. Quorum. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Foundation Board. If there is not a quorum at any said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.
- E. Manner of Acting. The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Foundation Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- F. Reports to the Membership. The Foundation Board shall report the results of actions taken by the Foundation Board to the Member at the annual membership meeting and periodically throughout the year as needed.

- G. **Actions by Written Consent.** Any Foundation action required or permitted by the Foundation's Articles of Incorporation, these Bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the Foundation Board may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.
- H. **Telephone Meetings.** Members of the Foundation Board, or any committee designated by the Foundation Board, may participate in a meeting of the Foundation Board, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. To the extent allowed by law, a meeting of the Foundation Board may be conducted by electronic mail or other such form of computer communication whereby all Directors may simultaneously communicate with each other.

Section 7. **Conflicts of Interest.** Any transaction in which a Director has a conflict of interest or a potential conflict of interest shall be addressed in accordance with the Foundation's Conflict of Interest Policy.

Section 8. **Salaries.** The Directors shall serve without compensation from the Foundation; provided, however, that a Director shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Foundation.

ARTICLE IV. OFFICERS

Section 1. **Officers.** The Foundation shall have a President, a President Elect, and a Secretary (non-voting), and may have such other officers as the Foundation Board may, in its discretion, determine are necessary for the Foundation. Each officer, except for the Secretary, shall be elected by the Foundation Board. The Executive Director of NIRSA shall serve as the Secretary of the Foundation.

Section 2. **Selection and Term of Office.** The President Elect shall be nominated by the Foundation's Nominating Committee. The names of nominees shall be submitted to the Foundation Board for election by the Foundation Board members. The vote will occur after the Member has elected the new Directors to the Foundation Board. At the expiration of the President Elect's one-year term, he/she shall automatically become President for a term of one year. Each officer shall hold office until a successor shall have been duly elected and qualified, or until his/her death, or until his/her shall resign or shall be removed in the manner hereinafter provided.

Section 3. **The President.** The President shall exercise the usual executive powers pertaining to the office of the President and shall preside over all meetings of the Foundation Board.

Section 4. **The President Elect.** In the absence or disability of the President, the President Elect shall act as President and shall perform such other duties as the Foundation Board may prescribe from time to time.

Section 5. **The Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Foundation Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be custodian of the Foundation records; shall be responsible for authenticating the records of the Foundation as duly authorized or required by law; and shall perform such other duties as the Foundation Board may prescribe from time to time. The Secretary shall also serve as coordinator of fund distribution and allocation and shall invest and expend funds as directed by the Foundation Board.

Section 6. **Vacancies.**

- A. Vacancies in any office arising from any cause may be filled by the Foundation Board at any regular or special meeting.
- B. Any officer, assistant officer, or agent, other than the Secretary, may be removed, and any office not required by the Articles of Incorporation or by statute may be abolished at any time by the affirmative vote of a majority of the Foundation Board whenever in its judgment the best interest of the Foundation will be served thereby.
- C. Any officer, assistant officer, or agent may resign at any time by giving written notice to the Foundation Board or to the President or Secretary of the Foundation. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- D. This section shall not affect the contract rights of the Foundation or any officer, assistant officer, or agent.
- E. Election or appointment of an officer or agent shall not by itself create contract rights.

Section 7. **Salaries.** The officers shall serve without compensation from the Foundation; provided, however, that an officer shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Foundation.

ARTICLE V. COMMITTEES

Section 1. **Creation of Committees.** The Foundation Board, by resolution adopted by a majority of the Directors in office, may create one or more committees, which shall not be considered board committees within the meaning of ORS 65.354 and which shall not exercise the authority of the Foundation Board. The President shall appoint the members of all committees so established by the Foundation

Board. Each committee shall perform such duties as may be delegated from time to time by the Foundation Board.

Section 2. **Nominating Committee.** The Foundation shall have a committee for the purpose of nominating prospective members of the Foundation Board to be recommended and approved by the Foundation Board and voted on by the Member at the annual membership meeting (the “Nominating Committee”). The President shall appoint the members of the Nominating Committee.

- A. The Nominating Committee shall be comprised of two Member Directors, the President Elect and NIRSA Executive Director.
- B. The Nominating Committee shall not be considered a committee of the Foundation Board within the meaning of ORS 65.354. Members of the Nominating Committee need not hold formal meetings, and may conduct the business of the Nominating Committee, including the selection of persons to be nominated by the Foundation Board as future Directors, via telephone, electronic mail, or such other communications devices as they deem appropriate and necessary.

ARTICLE VI. SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Foundation shall not have nor issue shares of stock. No dividend shall be paid and no part of the income of the Foundation shall be distributed to its Directors or officers.

ARTICLE VII. LOANS TO DIRECTORS AND OFFICERS PROHIBITED

No loan shall be made by the Foundation to its Directors or officers. The Directors of the Foundation who vote for or assent to the making of a loan to a Director or officer of the Foundation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Foundation for the amount of such loan until the repayment thereof.

Any Director against whom a claim shall be asserted under or pursuant to this Article VII shall be entitled to contribution from the other Directors who voted for the action upon which the claim is asserted.

To the extent that any Director is required to pay such claim, he or she shall be subrogated to the rights of the Foundation against the debtor on the loan.

ARTICLE VIII. ACTIONS AGAINST OFFICERS AND DIRECTORS

The Foundation shall indemnify to the fullest extent permitted by the Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Foundation), by reason of the fact that the person is or was a director or officer of the Foundation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Foundation, or serves or served at the request of the Foundation as a director or as an officer, or as a

fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. Additionally, the Foundation shall carry Directors and Officers liability insurance.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS

- Section 1.** **Contracts.** The Foundation Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.
- Section 2.** **Loans.** No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Foundation Board. Such authority may be general or confined to specific instances.
- Section 3.** **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Foundation Board.
- Section 4.** **Deposits.** All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Foundation Board may select.
- Section 5.** **Gifts.** The Foundation Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE X. BOOKS AND RECORDS

- Section 1.** **Books and Records.** The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Foundation Board and committees having any authority of the Foundation Board, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote.

All books and records of the Foundation may be inspected by any Director, or his/her agent or attorney, or any member of the Foundation, or his/her agent or attorney, for any proper purpose at any reasonable time.

- Section 2.** **Financial Statements.** After the close of each taxable year, the Foundation Board shall engage a Certified Public Accountant to prepare a financial statement for the Foundation and otherwise file the appropriate reports with federal and state authorities as may be applicable.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Foundation shall be January 1 through December 31.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENT OF ARTICLES AND BYLAWS

The Articles of Incorporation of the Foundation may be altered, amended, or restated and the Bylaw of the Foundation may be altered or amended by the Foundation Board and the Member in the following manner:

- A. The Foundation Board shall, at any annual or special meeting of the Foundation Board, adopt a resolution setting forth the proposed alteration, amendment or restatement and directing that it be submitted to a vote of the Member at an annual or special membership meeting.
- B. Written notice of the date, time and place of such annual or special meeting of the Directors or the Member shall be sent by first class mail to each Director and the Member entitled to vote not less than seven (7) days prior to the scheduled meeting, provided, however, that if notice is sent to the Member by other than first class or registered mail, it shall be provided not less than thirty (30) days prior. The notice to Directors and to the Member shall include or be accompanied by a copy or summary of the proposed alteration, amendment, or restatement, or state the general nature of the change. The notice may also direct the Directors or the Member to the Foundation's website to obtain a copy or summary of the proposed alteration, amendment, or restatement.
- C. The proposed alteration, amendment, or restatement shall require approval by a majority vote of the Foundation Board. The proposed alteration, amendment, or restatement shall not be effective until approved by the Member.

ARTICLE XIV. ROBERT'S RULES OF ORDER REVISED

Unless otherwise provided by the Act or these Bylaws, all meetings and proceedings of the Foundation shall be governed by, and in accordance with, Robert's Rules of Order Revised.

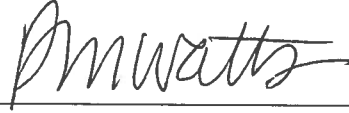
ARTICLE XV. HEADINGS AND CONSTRUCTION

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws. Whenever the singular number is used in these Bylaws and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa.

CERTIFICATION

I, Pam Watts, as Secretary of the NIRSA Foundation, do hereby certify the foregoing to be the Amended Bylaws of said Foundation, as duly adopted by the NIRSA Foundation Board and the Member on July 22, 2014

Dated this 8th day of December, 2015.

A handwritten signature in black ink, appearing to read "Pam Watts", written over a horizontal line.

Pam Watts, Secretary