

Amended Bylaws of NIRSA

ADOPTED BY THE BOARD OF DIRECTORS ON DECEMBER 10, 2019 AND BY THE MEMBERS ON JANUARY 29, 2020

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Preamble

Mission Statement

NIRSA is a leader in higher education and the advocate for the advancement of recreation, sport, and wellbeing.

Article I. Purposes

The purposes, all within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, for which National Intramural-Recreational Sports Association (“NIRSA, or the “Association”) is organized include:

- A. To advance the profession of collegiate recreation and enhance the development of quality program, facility, and service methods;
- B. To advocate for collegiate recreation’s value in student development and success;
- C. To stimulate ongoing development of collegiate recreation participants with the goal of sustaining a lifelong commitment to health, wellbeing, and recreation;
- D. To cultivate appropriate standards and student learning outcomes that collegiate recreation professionals may utilize in designing curriculum;
- E. To assist in the development of appropriate standards of professional practice and development designed to educate recreational sports professionals;
- F. To constitute a forum for continuing communication among faculty, staff, students, participants, and allied organizations dedicated to collegiate recreation opportunities;
- G. To provide educational opportunities for collegiate recreation professionals, students, and other interested parties to share knowledge and promote networking, and
- H. To engage in any lawful activity for which corporations may be organized under Oregon laws, none of which is for profit.

Article II. Members

Section 1. Membership.

The Association shall have ten (10) classes of membership. The designation of such classes and the qualifications and rights of the membership of such classes shall be as follows:

- A. **Professional Members.** There shall be one class of professional members who shall be entitled to vote in all matters subject to vote by the membership. Any individual who is presently employed and directly associated in the administration of recreation, intramural, and/or wellness programs, or employed within a higher education setting shall be eligible to be admitted as a professional member upon application and payment of the then-designated membership fee. Current Professional Members who retire may maintain their Professional Membership through continuous payment of the designated membership fee. Undergraduate students are not eligible for professional membership.
- B. **Institutional Members.** There shall be one class of institutional members. Institutional membership shall be available to any institution administering, or considering to offer a recreation, intramural, and/or wellness program upon application and payment of the then-designated membership fee. Institutional members shall include colleges, universities, military installations, correctional institutions, municipal recreation and parks departments, and for-profit and nonprofit organizations. Institutional members shall have no voting privileges, but may attend membership meetings.
- C. **Professional Life Members.** There shall be one class of professional life members. Current Professional members shall be eligible for professional life membership status after two years as an active professional member in good standing and upon application and payment of the then-designated membership fee. Professional life members shall have all the rights and privileges of professional members, including the right to vote and hold elective office.
- D. **Student Members.** There shall be one class of student members. Student membership shall be available to graduate and undergraduate students interested in recreation, intramural and/or wellness programming upon application and payment of the then-designated membership fee. Student members shall have no voting privileges except for the election of the Student Leadership Team. Student members may attend membership meetings.
- E. **Student Leadership Team.** The Student Leadership Team, consisting of eligible student members serving as the NIRSA Student Leader and the Regional Student Leaders shall be eligible to vote on all matters subject to vote by the membership. The Student Leadership Team as a membership category, does not pay dues.
- F. **Emeritus Members.** There shall be one class of emeritus members. Retired or retiring members with at least ten years of professional membership, life membership, or honorary membership in the Association at the time of retirement shall be eligible for emeritus membership. NIRSA Headquarters shall receive nominations/applications for emeritus membership status. NIRSA Headquarters staff shall approve or reject the nominations/applications based on established criteria. Emeritus members shall have

all rights and privileges of professional members, including the right to hold office, but shall not be required to pay membership dues. This policy shall not cause any existing emeritus members to lose their current status.

- G. **Retired Members.** There shall be one class of retired members. Except as provided in Paragraph A with respect to retiring Professional Members maintaining their membership status, a member shall be considered to have retired when he or she has formally terminated regular professional employment through retirement. Continuation or resumption of employment in a part-time or non-continuing basis following retirement shall not affect eligibility for retired membership status. Retired members are not eligible to hold office and are not required to pay membership dues. Retired members shall not have voting privileges, but may attend membership meetings. Retired members must notify the NIRSA Headquarters upon retirement of their desire to change their membership status.
- H. **Honorary Members.** There shall be one class of honorary members. Honorary membership shall be available to individuals or institutions considered worthy by the board of directors. Upon receipt of a nomination for honorary membership, the board of directors shall approve or reject the nomination in accordance with Association policy. Honorary members shall have no voting privileges and are not required to pay dues, but may attend membership meetings.
- I. **Associate Members.** There shall be one class of associate members. Associate membership shall be available to any commercial organization, company, or entity who provides products and/or services for recreation, intramural and/or wellness facilities and/or programs, and desires to establish an affiliation between their organization and NIRSA upon application and payment of the then-designated membership fee. Associate members shall have no voting privileges, but may attend membership meetings.
- J. **State Association Members.** There shall be one class of state association members. State association membership shall be available to any state intramural-recreational sports association who desires to affiliate with NIRSA. The Board of Directors shall approve or reject all submitted applications for state association membership in accordance with Association policy. State association members shall have no voting privileges, but may attend membership meetings. NIRSA affiliated State Associations are not required to pay dues.

Section 2. Admission and Renewal.

The board of directors as provided for in these Bylaws shall admit members in the event that the board of directors has not designated this function to the executive director. The board of directors or the executive director, as the case may be, has the authority to determine: (i) whether an applicant qualifies for admission and/or renewal and (ii) the most appropriate class of membership for such member.

Section 3. Continued Membership.

The board of directors may from time-to-time set requirements for continued membership, including, but not limited to, the payment of periodic dues. Any member whose dues remain unpaid for more than 30 days shall be expelled and no longer a member, and, in addition to the other requirements set forth in these Bylaws, shall not be eligible to serve in any elected or appointed capacity for the Association.

Section 4. Dues and Assessments.

- A. Payment of dues will be in advance and shall be a condition precedent to membership in good standing. The membership year for all classes of membership shall be based on an anniversary date system. The board of directors shall determine annual dues for institutional, professional, professional life, and student membership categories. Dues increases for these categories may range between 0% and 3.0%; increases in excess of 3% must be approved by a two-thirds (2/3) majority vote of members present and eligible to vote at an annual meeting or, in the event of written or electronic ballot, two-thirds (2/3) majority vote of valid ballots returned. The board of directors shall set the annual dues for associate members.
- B. Except as otherwise limited by these Bylaws, the board of directors shall have the authority to fix by resolution any assessments, registration fees, or other special fees for members and to authorize the executive director to use special membership promotions and incentives, including discounted or reduced dues to promote membership growth, as deemed appropriate.
- C. Any changes in dues or assessments shall be mailed to all members with an effective date of no less than 30 days from the date of the notice. Printing of the notice in the Association's regular publication may fulfill this requirement of notice.

Section 5. Limitation of Voting Rights.

Each member eligible to vote shall be entitled to one vote on each matter submitted to a vote of the voting members of the Association, except as otherwise limited by these Bylaws.

Section 6. Meetings of Members.

- A. Annual Meeting. The annual meeting of members may be held in conjunction with the Annual Conference of the Association. The annual meeting of the Association shall be held in or out of the state of Oregon on such date as the board may designate, at a time and place approved by the board of directors for the purpose of conducting business that may come before the meeting.
- B. Annual Regional Meeting. The annual regional meeting may be held in conjunction with the annual meeting of members.
- C. Annual Student Meeting. The annual student meeting may be held in conjunction with the annual meeting of members.
- D. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the board of directors or the president. A special meeting of the membership must be called when demand is made in writing to the president of the Association by not less than ten percent (10%) of the voting members of the Association who are in good standing.

Section 7. Place of Meeting.

The annual meeting or special meetings of the members may be held at the principal office of the Association or at such other place within or without the state of Oregon, or remotely as dictated by Oregon non-profit law, as the board of directors may from time to time designate. A waiver of notice signed by all the members entitled to vote at a meeting

may designate any place for the holding of any meeting. If no designation is made for any annual or special meeting of the members, the place of meeting shall be the principal office of the Association.

Section 8. Notice of Meetings.

Written or printed notice stating the place, day, and hour of a meeting of members and, in case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting no fewer than ten (10) days before such meeting, or, if the notice is mailed by other than first class or registered mail, no fewer than thirty (30) days, but in any event, not more than sixty (60) days before the meeting. This requirement of notice for either the annual meeting or a special meeting may be fulfilled by printing of the notice in the Association's regular publication no less than thirty (30) days prior to the meeting. 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 members either directly or indirectly receive notice of the meeting.

Section 9. Record Date.

For purposes of determining members entitled to notice of a members' meeting, to demand a special meeting, or to vote at or take any other lawful action at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

- A. For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the day before the day on which first notice is mailed or otherwise transmitted to members, or if such notice is waived, the day preceding the day on which the meeting is held.
- B. For purposes of determining the members entitled to demand a special meeting, the record date shall be the date the first member signs the demand.
- C. For purposes of determining the members entitled to vote by written or electronic ballot, the record date shall be the day preceding the delivery of the ballots.
- D. For purposes of determining the members entitled to exercise any rights in respect to any other lawful action, the record date shall be the date on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 10. Members' Lists.

- A. The Association shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The list must show the class and number of votes each member is entitled to vote at the meeting if applicable, or in the event of written or electronic ballot, the day preceding the delivery of ballots. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but are not part of the main list of members.
- B. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared

and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and, subject to the requirements of the Oregon Nonprofit Corporation Act, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. "Proper purpose" does not include solicitation or other commercial uses of the members list.

- C. The Association shall make the list of members available at the meeting, and any member, the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

Section 11. Action by Written or Electronic Ballot.

- A. Any action which may be taken at any annual or special meeting of members may be taken without a meeting, if so determined by the board of directors and if the Association delivers a written or electronic ballot to every member entitled to vote on the matter at such member's last known address as shown on the Association's record. The election of all directors, except the Annual Director, shall be conducted by written or electronic ballot available to each member entitled to vote for the respective director (the "Annual Election"). Ballots for each director to be elected shall list the candidates recommended by the Nominations and Appointments Committee or submitted by petition. Write-in votes will not be accepted, and if so marked, will disqualify a ballot.
- B. The written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action or election. Written or electronic election and ballot procedures shall be in accordance with Association policy.
- C. Approval by written or electronic 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 votes 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, except as otherwise provided by these Bylaws.
- D. The Annual Election shall be concluded no later than March 1 of each year and the term of office for those directors elected during the Annual Election shall commence on the following May 1.
- E. All solicitations for votes by written or electronic 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 Association in order to be counted.

Section 12. Proxy Ballots.

- A. Every member eligible to vote at an annual or special meeting may cast her/his vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact.. Such proxy shall be filed with the Secretary of the Association at the time of the meeting. Electronic votes may not be cast by proxy.,

- B. Proxy ballots shall be available on the NIRSA website thirty (30) days prior to the meeting of members at which votes shall be cast.
- C. No unrevoked proxy shall be valid after eleven (11) 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 delivered to the Secretary of the Association.

Section 13. Quorum.

Those votes represented at a meeting of members shall constitute a quorum and a majority of the votes cast at a meeting at which a quorum is present shall be the action of the members, except as otherwise required by the Articles of Incorporation or these Bylaws. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 14. Resignation.

Any member may resign at any time. The resignation of such member does not relieve such member from any obligations that such member may have to the Association as the result of obligations incurred or commitments made prior to resignation.

Section 15. Expulsion or Suspension.

- A. **Expulsion or Suspension for Cause.** Any member may be expelled or suspended from membership by the board of directors for cause other than for nonpayment of dues. In the event that the board of directors deems it appropriate to initiate proceedings to expel or suspend a member, the board shall give such member written notice of the proposed expulsion or suspension and the reason(s) for such proposed expulsion or suspension not less than fifteen (15) days prior to the date that such expulsion or suspension is due to take effect. If within said 15-day period the member requests the opportunity to be heard, the president shall either set a date for the member to be heard on the question of such member's expulsion or suspension or, at the discretion of the president, shall permit such regular or associate member to present written testimony on the issue of such member's expulsion or suspension. The president shall appoint not less than three (3) board members to hear or decide the member's appeal. Only those board members present for oral testimony, or those board members who personally review the written testimony, shall be eligible to vote concerning the expulsion or suspension of such member. A two-thirds (2/3) vote of such directors is required to expel or suspend such member. The effective date of any such expulsion or suspension shall be no sooner than five (5) days following said oral or written testimony. Any written notice given pursuant to this Section by mail, must be given by first class, certified mail, return receipt requested, sent to the last address of such member shown on the Association's record. Any member who has been expelled or suspended will continue to be liable to the Association for those dues, assessments or fees incurred by such member prior to the expulsion or suspension.
- B. **Expulsion for Nonpayment of Dues.** Any member shall be expelled from membership for the nonpayment of dues after thirty (30) days advance written notice and the failure of the member to pay the dues.

Section 16. Reinstatement.

- A. After the expiration of one year from the date of expulsion or suspension for cause, other than nonpayment of dues, and upon written request signed by a former member and filed with the Association, the board of directors may, by affirmative vote of a simple majority of the directors, reinstate such former member upon such terms as the board of directors deems appropriate.
- B. A member expelled for nonpayment of dues may be readmitted as a member by payment of dues and submission of a completed application as provided for in these Bylaws.

Section 17. Transfers.

No member may transfer a membership or any right arising there from.

Section 18. Regional Configuration.

The Association shall be divided into regions for the purpose of conducting regular professional development activity and to elect regional representatives and student regional leaders to the Member Network. The number of regions, composition of each region, and process for realignment of regions shall be in accordance with Association policy as determined by resolution of the Board. The current composition of each region is as listed in Exhibit A and may be updated as needed.

Article III. Board of Directors

Section 1. General Powers.

All corporate powers of the Association shall be exercised by or under the authority of the board of directors and the affairs of the Association shall be managed under the direction of the board of directors. Directors need not be residents of the State of Oregon.

Section 2. Qualifications of Directors.

All directors must be individuals who have been active professional members, professional life members or emeritus members of the Association for no less than two consecutive years. Student Leadership Team members, as elected in accordance with Association policy, are considered eligible during their term as student leaders.

Section 3. Number and Tenure.

- A. The number of Directors shall be seven (7) except as provided in Article III, Section 3F.
- B. The Board shall be comprised of four (4) designated Directors and three (3) At-Large Directors. Designated directors are the President, the President Designee, President Elect and the Annual Director.
- C. The three (3) At-Large Directors shall be elected by the members of the Association either by written or electronic ballot as provided for in these Bylaws and shall serve staggered terms of three (3) years. The term of office for each At-Large Director shall commence on May 1 of the year in which he or she is elected.
- D. The Annual Director is appointed by the president designee for a one-year term, subject to approval by a majority of the Directors. The Annual Director shall be selected by the president designee and approved by the majority of the Directors no later than April 1 of each year and the Annual Director's term of office shall commence on May 1 of such year. The Annual Director shall not serve for more than two (2) consecutive terms.
- E. The term of office of each director, including the president, president designee, and president elect, shall conclude on April 30 of the year in which his or her term expires; provided, however, that a director shall remain in office beyond April 30 if his or her successor has not yet been elected and qualified. No member of the Board of Directors may hold more than one position at a time, that has been elected by the membership. No member of the NIRSA Board of Directors may simultaneously serve on the board of an affiliate of the Association, except as appointed by the NIRSA President.
- F. The number of Annual Directors may be increased or decreased from time-to-time by resolution of the board of directors approved by not less than two-thirds (2/3) of the then board of directors. No decrease in numbers shall have the effect of shortening the term of any director.

Section 4. Election of Directors.

- A. The Nominations and Appointments Committee as described in Article V, Section 2A of these Bylaws shall place in nomination for directorship the names of eligible and qualified nominees for each directorship for which a vacancy exists and which is subject to election. Prior to the nomination, the Nominations and Appointments Committee shall have obtained the written consent of each person to be nominated. Election of directors shall be conducted by written ballot or electronically in accordance with Association policy.
- B. Five (5) voting members may nominate by petition additional candidates to those placed in nomination by the Nominations and Appointments Committee for election as an officer or a member of the board of directors. The petition shall be signed by not less than five (5) voting members and designate the names of the candidates. Such petition shall be filed with the Nominations and Appointments Committee not less than 105 days prior to the conclusion of electronic balloting in which the election of such directors or officers shall take place and shall include the written consent of the nominee.
- C. The board of directors of the Association shall provide by resolution procedures for obtaining the nominees' consent to nomination not inconsistent with these Bylaws. The Nominations and Appointments Committee shall determine the validity of all petitions and its determination as to validity shall be final and conclusive.

Section 5. Meetings of the Directors.

- A. The annual meeting of the board of directors may be held in conjunction with the annual meeting of members or as soon thereafter as convenient. The board of directors may hold additional meetings during each year, either by teleconference or in person, as needed. The requirement of notice of the annual meeting of directors may be fulfilled by publishing the notice in the Association's regular publication.
- B. Special meetings of the board of directors may be called by or at the request of the president, or twenty-five percent (25%) of the directors then in office. The person or persons authorized to call special board meetings may fix any place, either in or out of the state of Oregon, as the place for holding any special meeting of the board called by them.
- C. Notice of the time and place of any special meeting of the board of directors shall be delivered at least seven (7) days previously thereto by written notice delivered personally or sent by mail to each director and to the executive director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered seven 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 regular or special meeting of the 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. 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 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. 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 board of directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- F. The executive director shall receive notice of, attend, and participate in all meetings of the board of directors, other than any portion of a meeting held in executive session, but shall not have voting privileges.
- G. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of teleconference, 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 board of directors may be conducted by electronic mail or such other form of computer communication whereby all directors may simultaneously communicate with each other.

Section 6. Action Without a Meeting.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

Section 7. Reports to the Membership.

The board of directors shall report the results of actions taken by the board to the membership in the Association's regular publication, on the Association's Internet website, or at the annual meeting of members.

Section 8. Vacancies, Resignations and Removal.

- A. A vacancy on the board of directors shall exist upon the death, resignation or removal of any director. Any such vacancy shall be filled with a nomination of a member by the president and election by a majority vote of the remaining directors though less than a quorum, or by a sole remaining director. Each director so appointed shall hold office for the balance of the unexpired term of his/her predecessor and until his/her qualified successor is elected and accepts office.
- B. All or any number of directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the members present. The board of directors may remove any director without cause when in its judgment the best interest of the Association would be served thereby. Absence of any director from three (3) consecutive meetings of the board of directors without an excuse deemed valid by the board of directors may be considered as cause for removal of such director by the board of directors.

- C. Any director may resign at any time by giving written notice to the board of directors, the president or the secretary of the Association. 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.
- D. Should the remote situation occur that results in the entire NIRSA Board of Directors vacating office at one time through death, resignation or removal, the most recent, living Past President of NIRSA will serve as the sole remaining Director and execute the process for filling board vacancies according to association policy as dictated in the bylaws . In the event board vacancies are filled by a sole remaining director, then the appointment of directors to fill vacancies shall be ratified by the members at either a special or annual meeting; however, the appointment shall be effective notwithstanding the expiration of time for holding either a special or annual meeting.

Section 9. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, each director may be reimbursed for reasonable and necessary expenses incurred in discharging his or her duties as a director and in furtherance of the purposes of this Association; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Conflicts of Interest.

The board of directors shall adopt a conflict of interest policy and review it from time to time.

Article IV. Officers

Section 1. Officers.

The officers of the Association shall be a president, president designee, president-elect, secretary, executive director and such other officers and assistant officers, including a treasurer, as the board of directors may, in its discretion, determine. Except for the positions of president, president designee, and president-elect, any two or more offices may be held by the same person.

Section 2. Selection and Term of Office.

The president-elect shall be elected by the members by written or electronic ballot as provided for in these Bylaws. At the expiration of the president-elect's one-year term, he or she shall automatically become president designee. At the expiration of the president designee's one-year term, he or she shall automatically become president for a one-year term. The Executive Director shall serve as the secretary. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until a successor shall have been duly selected and qualified, or until his/her death, or until he/she shall resign or shall be removed in the manner hereinafter provided.

Section 3. Vacancies and Removal.

The president, president designee, and president-elect may be removed from such offices only by removal of the director who holds such position as a director, under the provisions of Article III, Section 8. The secretary may be removed from such office only by removal of the Executive Director under the provisions of Article IV, Section 8. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the board of directors. Any officer, assistant officer or agent elected by the board of directors may be removed by the board of directors at any time, with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. President.

The president shall be the principal officer of the Association and the chairperson of the board of directors. Subject to the control of the board of directors, the president shall in general supervise the business and affairs of the Association. The president shall, when present, preside at all meetings of the board of directors and, in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. President-Designee.

In the absence of the president or in the event of his or her death, inability, or refusal to act, the president-designee shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The president-designee shall also perform such other duties as from time-to-time may be assigned to him or her by the president or the board of directors.

Section 6. President-Elect.

In the absence of the president-designee or in the event of his or her death, inability, or refusal to act, the president-elect shall perform the duties of the president designee and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president-designee. The president-elect shall also perform such other duties as from time-to-time may be assigned to him or her by the president or the board of directors.

Section 7. Secretary.

The secretary shall: (a) prepare the minutes of the board of directors' meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Association as shall from time-to-time be required; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Association, if any, and see that the seal of the Association, if any, is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (e) keep a register of the post office address of each director; and (f) in general, perform all duties incident to the office of secretary and such other duties as from time-to-time may be assigned to him/her by the president or the board of directors.

Section 8. Executive Director.

The executive director shall be hired by the board of directors and shall be responsible to the board for an indefinite term subject to annual review by the board of directors. The board of directors shall supervise and otherwise direct the activities of the executive director. The executive director may be removed from office by no less than a two-thirds vote of the board of directors. The executive director shall be the only paid officer of the Association.

Article V. Committees and Volunteer Groups

Section 1. Creation of Committees and Volunteer Groups.

The board of directors, by resolution adopted by a majority of the directors in office, may create one or more committees or volunteer groups, which shall not be considered board committees within the meaning of ORS 65.354 and which shall not exercise the authority of the board of directors. Each committee or volunteer group shall perform such duties as may be delegated from time to time by the board of directors. The president shall have authority to appoint the members of all committees or volunteer groups, except as follows: the regional members of the Nomination and Appointments Committee shall be appointed as provided in Article V, Section 2, subsection A, and the president's appointments to Standing Committees are subject to approval by the board of directors. The board of directors may designate some committee and volunteer group appointments to the executive director.

Section 2. Standing Committees.

- A. **Nominations and Appointments Committee.** The Nominations and Appointments Committee shall be a standing committee of the Association comprised of two members of the board of directors (one serving as Chair), the Past Presidents' Representative (Assembly), two members from each region, and the NIRSA Student Leader. The Regional Representative shall recommend a Nominations & Appointments Committee Member from his or her region to the Member Network. The Member Network shall then appoint the Regional Members. The two members from each region shall serve staggered two-year terms on the Nominations and Appointments Committee. The Chair of the Committee may seek information on specific appointments from additional professional and student members, who will not be members of the Committee. The NIRSA Student Leader shall serve a one-year term on the committee.
- B. **Audit and Finance Committee.** The Audit and Finance Committee shall be a standing committee of the Association, comprised of two members of the board of directors (one serving as chair), the Past Presidents' Representative (Member Network) and three professional members serving staggered three year terms.

Section 3. Limits on Authority of Committees.

No committee may act with the authority of the board of the directors on any matter, and the board of the directors may not delegate to any committee the authority to do any of the following:

- A. Authorize distributions that have not been authorized by the board of directors or the committee's budget;
- B. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- C. Elect, appoint or remove directors or fill vacancies on the board or on any of its committees;
- D. Adopt, amend or repeal the Association's Articles of Incorporation or these Bylaws; or

- E. Submit to the members of the Association a report without submitting the report to the board of directors.

Section 4. Term of Office.

Committee members shall serve for a period of one year, unless otherwise noted, and may be reappointed to a committee for successive terms of office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided by a resolution of the board of directors designating a standing committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, provided that at least two of the committee members present must then be members of the board of directors.

Section 7. Rules.

Each standing committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the board of directors. The provisions of the Oregon Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to standing committees and their members as well.

Article VI. Member Network

- A. The Member Network shall be the primary vehicle for communication, constituent representation, networking and student/professional development. The Member Network shall be comprised of the following members:
- i. One Regional Representative from each NIRSA Region (one eligible professional, professional life or emeritus member from each region elected by voting members within that region) serving two year terms. Regions shall elect regional representatives to staggered two-year terms as determined by Association Policy.
 - ii. One Student Leader from each NIRSA Region (one eligible student member from each region elected by student voting members within that region) serving a one year term;
 - iii. The NIRSA Student Leader (an eligible student member elected by all student voting members) serving a one year term;
 - iv. The Past Presidents' Member Network Representative –serving a two-year term (elected by Past Presidents);
 - v. One member of the Board of Director as appointed by the President, will serve as the Board Representative to the Member Network; and
 - vi. The Chair of the Member Network.
- B. The Member Network shall elect a Vice Chair who shall be a Regional Representative who has completed one year of his or her two-year term. The term of office of the Vice Chair shall be for one year. The Vice Chair shall assume the role of Chair of the Member Network for a one-year term upon completion of his or her term as Vice Chair, which shall coincide with the completion of his or her term as a Regional Representative. The schedule of meetings, the election process developed by each region, the NIRSA Student Leader election process, the Past Presidents' Member Network Representative election process and the election of the Chair process shall be in accordance with Association policy as determined by resolution of the Board of Directors.

Article VII. Assembly

- A. The Assembly facilitates discussion within the profession, germinates ideas, and ensures contemporary relevance.
- B. The Assembly shall be comprised of a broad constituency of the Association's members, including, but not limited to:
 - i. Members of the Association with expertise in strategic areas and a broad working knowledge of the profession;
 - ii. Student members and young professionals in the first five years of their professional membership in the Association;
 - iii. The Past Presidents' Assembly Representative serving a two-year term (elected by Past Presidents);
 - iv. One member of the Board of Directors as appointed by the President, will serve as the Board Representative to the Assembly;
 - v. The Convener of the Assembly
- C. The Convener of the Assembly must be the Board Representative to the Assembly, current Past Presidents' Assembly Representative, or have been a previous member of the Assembly within the last two years. The nomination of the Convener shall be in accordance with Association policy as determined by resolution of the Board of Directors.
 - i. The NIRSA Board of Directors retains the right to approve the appointment of the Convener to the Assembly
- D. The board of directors shall fix by resolution the number of representatives in the Assembly, except as otherwise provided in this Article VII and the schedule for meetings. The process for appointments shall be in accordance with Association policy and these Bylaws, except that representative membership in the Assembly is limited to not more than one member from any institution and a minimum of two members from each region, provided, however, that a representative's term shall not be shortened by virtue of any change in the representative's employment situation or geographic region. The NIRSA Foundation Board of Directors, the NIRSA Services Corporation Board of Directors, the Member Network, any member of a standing committee of the Association and any member of the board of directors, are ineligible to serve in the Assembly. Exceptions to this include the Past Presidents' Representative and the Board of Directors Representative.

Article VIII. Shares of Stock and Dividends Prohibited

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its directors or officers. The Association may pay compensation in a reasonable amount to its directors or officers for services rendered as provided by the Association's Articles of Incorporation other provisions of these Bylaws, or resolution of the board of directors.

Article IX. Loans to Directors and Officers Prohibited

The Association shall make no loan to its directors or officers. The directors of the Association who vote for or assent to the making of a loan to a director or officer of the Association, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Association 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 IX 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 Association against the debtor on the loan.

Article X. Contracts, Loans, Checks, Deposits

Section 1. Contracts.

The board of directors 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 Association and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. 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 Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time-to-time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

Article XI. Books and Records

Section 1. Books and Records.

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, 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 Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 2. Financial Statements.

At the close of each taxable year the directors shall engage an accountant to prepare a financial statement for the Association.

Article XII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the Association, 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. Amendments of Articles and Bylaws

Section 1. Amendment of Articles of Incorporation.

The Articles of Incorporation of the Association may be altered, amended, restated or new Articles of Incorporation adopted by the board of directors and members in the following manner:

- A. The board of directors shall, at any regular or special meeting of the board, adopt a resolution setting forth the proposed alteration, amendment, or restatement and directing that it be submitted to a vote of the members at an annual or special meeting of the members or by written or electronic ballot.
- B. Written notice of the date, time and place of such regular or special meeting of the directors or annual or special meeting of the members shall be sent by first class mail to each director or member entitled to vote not less than thirty (30) days prior to the scheduled meeting. If the vote is by written or electronic ballot, such notice shall be sent not less than thirty (30) days prior to the commencement of balloting. The requirement of notice may be fulfilled by printing of the notice in the Association's regular publication. The notice to directors and members 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 members to the Association'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 board of directors. The proposed alteration, amendment, or restatement shall be adopted upon receiving approval by a two-thirds vote of the members present, in person or by proxy ballot, at such annual or special meeting. Voting by the members may also be conducted by written or electronic ballot in accordance with these Bylaws, except that adoption shall require the approval by two-thirds of the ballots cast.

Section 2. Amendment of Bylaws.

The Bylaws of the Association may be altered, amended, repealed or restated and new Bylaws may be adopted by the board of directors and members in the following manner:

- A. The board of directors shall, at any regular or special meeting of the board, adopt a resolution setting forth the proposed alteration, amendment, or repeal and directing that it be submitted to a vote of the members at an annual or special meeting of the members or by written or electronic ballot.
- B. Written notice of the date, time and place of such regular or special meeting of the directors or annual or special meeting of the members shall be sent by first class mail to each director or member entitled to vote not less than thirty (30) days prior to the scheduled meeting. If the vote is by written or electronic ballot, such notice shall be sent not less than thirty (30) days prior to the commencement of balloting. The requirement of notice may be fulfilled by printing of the notice in the Association's regular publication. The notice to directors and members 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 members to the Association's website to obtain a copy or summary of the proposed alteration, amendment, or restatement.
- C. The proposed alteration, amendment, or repeal shall require approval by a majority vote of the board of directors. The proposed alteration, amendment, or repeal shall be adopted upon receiving approval by a two-thirds vote of the members present, in person or by proxy ballot, at such annual or special meeting. Voting by the members may also be conducted by written or electronic ballot in accordance with these Bylaws, except that adoption shall require the approval by two-thirds of the ballots cast.

Article XIV. Rules of Order

All meetings and proceedings of the Association and its local chapters shall be governed by, and in accordance with, applicable law and their respective governing documents and internal policies; provided, however, that in the event that a procedural question arises that cannot be resolved looking only to applicable law and internal policies, Robert's Rules of Order Revised shall control.

Article XV. Headings

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

I, Pamela M. Watts, as Secretary of National Intramural-Recreational Sports Association, do hereby

certify the foregoing to be the Amended Bylaws of said Association, as adopted by the Board of

Directors on December 19, 2019.

Dated this 30th day of January, 2020.

Pmwatts

Pamela M. Watts, Secretary

Exhibit A

The number of regions, composition of each region, and process for realignment of regions shall be in accordance with Association policy as determined by resolution of the Board. The current composition of each NIRSA region is as follows and may be updated as needed:

Region I: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Europe and Iceland.

Region II: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico, Africa, Atlantic Islands, Bahamas and West Indies.

Region III: Illinois, Indiana, Michigan, Ohio, Wisconsin.

Region IV: Arkansas, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas, Central America, Mexico and South America.

Region V: Colorado, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wyoming.

Region VI: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Guam, Asia, Australia, Japan and New Zealand.

Canada: Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Northwest Territories, Nova Scotia, Ontario, Prince Edward Island, Quebec, Saskatchewan and Yukon.