

Restated Articles of Incorporation of NIRSA

APPROVED FEBRUARY 11, 2014

Article I

The name of the Corporation is National Intramural-Recreational Sports Association, Inc.

Article II

This Corporation is a mutual benefit corporation.

Article III

The Corporation shall have ten classes of members:

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|------------------------------|-------------------------------|
| 1) Professional Members | 6) Emeritus Members |
| 2) Institutional Members | 7) Retired Members |
| 3) Professional Life Members | 8) Honorary Members |
| 4) Student Members | 9) Associate Members |
| 5) Student Leadership Team | 10) State Association Members |

The voting rights of members, and the criteria or procedures for admission as a member, for termination, expulsion, suspension and for dues and assessments shall be established by the Corporation's bylaws (or any amendments thereto).

Article IV

The purposes, all within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, for which NIRSA 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 V

The limitations on the Corporation include:

- A. The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the Corporation, or any private individual.
- B. No member, director or officer of the Corporation, nor any private individual shall be entitled to assets upon dissolution of the Corporation, or winding up its affairs.

- C. 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the board of directors shall determine. Such disposition of assets shall be made to such organization or organizations as shall at the time qualify as an exempt organization a pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, or to such organization or organizations as are exempt pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.
- D. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

Article VI

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no director or uncompensated officer of the Corporation shall be liable to the Corporation or its members for monetary damages.

Article VII

The Corporation shall indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation 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 Corporation), by reason of the fact that the person is or was a director, trustee, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation 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. In addition, the Corporation shall pay for or reimburse any reasonable expenses incurred by such persons

who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act.

Article VIII

The affairs of the Corporation shall be managed by a Board of Directors which shall be constituted and have such powers as are provided for in the bylaws and the Oregon Nonprofit Corporation Act. The power to amend or restate the Association's bylaws are reserved to both the Board of Directors and the members, as provided for in the bylaws.

Article IX

These Restated and Amended Articles of Incorporation supersede the Articles of Incorporation filed with the Oregon Corporation Division on February 9, 1987 and on July 26, 2000 and the existing Restated Articles of Incorporation filed with the Oregon Corporation Division on May 14, 2009.

Article X

The undersigned officers are authorized and directed to deliver these Restated and Amended Articles of Incorporation and the necessary information to the office of the Secretary of State pursuant to ORS 65.447 and ORS 65.451.



Pamela M. Watts, Secretary

Person to contact about this filing:

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