

Index to the Restated and Amended Bylaws of the National Intramural-Recreational Sports Association

**Adopted by the Board of Directors on January 6, 2009, and January 13, 2009, and
Approved at the Annual Meeting of Members April 4, 2009
Amended by members on January 18, 2012**

Preamble	1
Article I. Purposes, Goals, and Objectives	1
Section 1. Purposes	1
Section 2. Philosophy	2
Section 3. Basic Beliefs	2
Section 4. Goals	2
Section 5. Objectives	3
 Article II. Members	 3
Section 1. Membership	3
A. Professional Members	3
B. Institutional Members	3
C. Professional Life Members	3
D. Student Members	3
E Student Leadership Team	3
F. Emeritus Members	4
G. Retired	4
H. Honorary Members	4
I. Associate Members	4
J. State Association Members	4
Section 2. Admission	4
Section 3. Continued Membership	4
Section 4. Dues and Assessments	4
Section 5. Limitation of Voting Rights	5
Section 6. Meetings of Members	5
A. Annual Meeting	5
B. Annual Regional Meeting	5
C. Annual Student Meeting	5
D. Special Meetings	5
Section 7. Place of Meeting	5
Section 8. Notice of Meetings	5
Section 9. Record Date	5
Section 10. Members' Lists	6
Section 11. Action by Written Ballot	6
Section 12. Proxy Ballots	7
Section 13. Quorum	7
Section 14. Resignation	7
Section 15. Expulsion or Suspension	7
A. Expulsion or Suspension for Cause	7
B. Expulsion for Nonpayment of Dues	7
Section 16. Reinstatement	7
Section 17. Transfers	8

Section 18. Regional Configuration	8
Article III. Board of Directors	8
Section 1. General Powers	8
Section 2. Number and Tenure	8
Section 3. Election of Directors	9
Section 4. Qualifications of Directors	9
Section 5. Annual Meetings	9
Section 6. Special Meetings	9
Section 7. Notice	9
Section 8. Quorum	10
Section 9. Manner of Acting	10
Section 10. Reports to the Membership	10
Section 11. Vacancies and Removal	10
Section 12. Compensation	10
Section 13. Action without a Meeting	10
Section 14. Telephone Meetings	10
Section 15. Conflicts of Interest	11
Article IV. Officers	11
Section 1. Officers	11
Section 2. Election and Term of Office	11
Section 3. Vacancies and Removal	12
Section 4. President	12
Section 5. President-Designee	12
Section 6. President-Elect	12
Section 7. Secretary	12
Section 8. Treasurer	12
Section 9. Executive Director	12
Article V. Committees	12
Section 1. Standing Committees	12
Section 2. Limits on Authority of Committees	13
Section 3. Term of Office	13
Section 4. Vacancies	13
Section 5. Quorum	13
Section 6. Rules	13
Section 7. Advisory Committees	13
Article VI. Member Network	14
Article VII. Assembly	14
Article VIII. Shares of Stock and Dividends Prohibited	15
Article IX. Loans to Directors and Officers Prohibited	15
Article X. Actions Against Officers and Directors	15
Article XI. Contracts, Loans, Checks, Deposits	15
Section 1. Contracts	15
Section 2. Loans	15
Section 3. Checks, Drafts, Etc	15
Section 4. Deposits	15
Article XII. Books and Records	15
Section 1. Books and Records	15
Section 2. Financial Statements	15

Article XIII. Waiver of Notice	16
Article XIV. Amendments of Articles and Bylaws	16
Section 1. Amendment of Articles of Incorporation	16
Section 2. Amendment of Bylaws	16
Article XV. Choice of Law and Choice of Forum	16
Section 1. Choice of Law	16
Section 2. Choice of Forum	17
Article XVI. Robert’s Rules of Order Revised	17
Article XVII. Headings	17

Restated and Amended Bylaws of the National Intramural-Recreational Sports Association

Adopted by the Board of Directors on January 6, 2009, and January 13, 2009, and
Approved at the Annual Meeting of Members
Charlotte, North Carolina
April 4, 2009

PREAMBLE

The mission of the National Intramural-Recreational Sports Association (NIRSA) is to provide for the education and development of professional and student members and to foster quality recreational programs, facilities, and services for diverse populations. NIRSA demonstrates its commitment to excellence by utilizing resources that promote ethical and healthy lifestyle choices.

Article I. Purposes, Goals, and Objectives

Section 1. Purposes. The purposes for which this Association is organized are:

A. To encourage and assist in the development of quality recreation programs, facilities, and services for diverse populations by developing programs that improve the recreational sports process, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

B. To encourage and promote recreational sports processes that educate students and persons engaged in the recreational sports process, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

C. To encourage, promote, and assist in the development of recreational programs for participation by individuals in educational institutions, recreation leagues, military facilities, and other places that offer opportunities for intramural and extramural sports competition, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

D. To promote and encourage sports-related programs that foster a positive attitude towards lifetime fitness as necessary and beneficial to all aspects of human development, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

E. To encourage, promote, and assist in the development of recreational sports programs for intramural, extramural, club, and lifelong participation, and interest in educational institutions, recreation leagues, military facilities, and other places where persons of all ages will participate in recreational sports, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

F. To assist in the development of appropriate standards of curriculum designed to educate recreational sports professionals, teachers, and educators, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

G. To assist in the development of stronger instructional base in the area of recreational sports programming for physical educators and recreation professionals, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

H. To develop criteria for, and to certify, intramural-recreational sports educators, practitioners, and professionals, all within the meaning of Section 501(c) (6) of the Internal Revenue Code;

I. To promote and encourage a strong interest in recreational sports activities as a desirable part of the education and life maturation process, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;

J. To encourage, assist, and educate faculty members, students, and other persons in educational institutions to promote and offer a complete recreational sports program of intramural and extramural competition for the vast majority of individuals who cannot or choose not to compete at a varsity level, all within the meaning of Section 501(c)(6) of the Internal Revenue Code; and

K. 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) (6) of the Internal Revenue Code of 1986.

Section 2. Philosophy.

A. The philosophy of the Association shall be: "Education has no more serious responsibility than making adequate provision for enjoyment of recreative leisure not only for the sake of the immediate health, but ... for the sake of its lasting effect upon the habits of the mind." (John Dewey)

B. In keeping with this statement and embracing the philosophy of developing the total person, the Association views its mission as contributing to the social, physical, mental, and emotional development of everyone within its domain.

C. Sports-related leisure activities are reaching unprecedented proportions. Thus, broad-based intramural-recreational sports programs in every institution must reflect the participants' many interests and needs. Every emerging program must be flexible and provide for a variety of healthful experiences at all levels of skill and participation.

Section 3. Basic Beliefs. The basic beliefs that guide the Association shall be:

A. That a vast majority of individuals under our direction are still in the formative and active phases of their lives when vigorous participation in games and recreation is necessary and beneficial;

B. That programs which develop a positive attitude toward lifetime fitness are necessary and beneficial;

C. That men and women need to be educated to select both active and passive recreational activities that enrich and enlarge their lives;

D. That the Association has an educational responsibility to encourage members to promote a complete recreational sports program for the majority of its consumers who cannot or chose not to compete at the varsity level; and

E. That sports participation is an important heritage of people, and all individuals should have the opportunity to participate.

Section 4. Goals. The goals of the Association shall be:

A. To serve the needs of the membership;

B. To promote recreational sports programs that meet the needs and interests of all persons;

C. To contribute to the academic development and understanding of recreational sports programs;

D. To develop intramural-recreational sports associations at more localized levels;

E. To sponsor research and publication of research;

- F. To increase the visibility of the Association; and
- G. To actively recruit members and encourage involvement of all professionals.

Section 5. Objectives. The objectives of the Association shall be:

- A. To provide a medium for exchanging leadership development and growth among professionals;
- B. To provide service functions for all its members;
- C. To promote philosophical positions about recreational sports to the general public;
- D. To recognize and work closely with the state associations within the Association;
- E. To cooperate closely with allied national and international organizations in health, physical education, and recreation;
- F. To assist in the development of appropriate standards of curriculum design to educate recreational sports specialists;
- G. To assist in the development of a stronger instructional base in the area of recreational sports programming for physical education educators and recreation professionals;
- H. To develop a criteria for and to certify intramural-recreational sports professionals; and
- I. To provide resources and resource persons in all NIRSA areas for any interested institutions, organizations and/or individuals.

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/or previously directly associated in the administration of intramural and recreation programs shall be eligible to be admitted as a professional member upon application and payment of the then-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 offering an intramural and/or recreation 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 private 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. Professional members shall be eligible for professional life membership status after two consecutive 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 intramural and/or recreation programming upon application and payment of the then-designated membership fee. Student members shall have no voting privileges. Student members may attend membership meetings.

E. Student Leadership Team. The Student Leadership Team consisting of the National Student Leader and the NIRSA - RESTATED AND AMENDED BYLAWS
PAGE 3

six Regional Student Leaders shall be eligible to vote on all matters subject to vote by the membership.

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. The Board of Directors shall receive nominations for emeritus membership status. The Board shall approve or reject the nominations based on criteria such as years of membership, level of activity within the Association, offices held, etc. 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. Nominees approved by the Board of Directors for emeritus membership shall be submitted to the Membership at the annual meeting for recognition. 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. 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 National Office 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, 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 group who 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.

Section 2. Admission. 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. Contents of such application shall contain the name, mailing address, email address and telephone number of such prospective member. Acceptance of an applicant for membership is made on the condition that the applicant accepts the terms and conditions of membership and agrees to abide by these bylaws.

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. The annual dues for all classes of membership except institutional, professional, professional life, retired, student, and associate members, shall be determined by a two-thirds majority vote of the voting members present at the annual meeting of members. 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, retired and student membership categories. Dues increases for these categories may not exceed the cumulative increase of the United States Consumer Price Index (CPI) as of January 1 from the date of the most recent dues increase, unless 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 CPI used shall be the CPI for Portland, Oregon. The board of directors shall set the annual dues for associate members.

B. The board of directors shall fix by resolution any assessments, registration fees, or other special fees for members.

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.

D. The Executive Director when authorized by the board of directors may use special membership promotions and incentives, including discounted or reduced dues to promote membership growth, as deemed appropriate.

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 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 30 days, but in any event, not more than 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. 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. Elections for officers and directors who are elected shall be concluded no later than sixty (60) days prior to the commencement of the Annual Conference.

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 may cast her/his vote for amendment to the Articles of Incorporation or Bylaws 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; or, if the vote is by written or electronic ballot, prior to the time set for return of ballots.

B. Proxy ballots for amendment to the Articles of Incorporation or Bylaws shall be available on the NIRSA website thirty (30) days prior to the meeting of members at which votes shall be cast; or, in the event of written or electronic balloting, thirty (30) days prior to the delivery of the written or electronic ballots.

C. Proxy voting is limited to voting for amendment to the Articles of Incorporation and Bylaws. 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. A majority of the members present and entitled to vote shall constitute a quorum at a meeting of the members. 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 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 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 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 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 six (6) regions for the purpose of conducting regular professional development activity and to elect regional representatives and student regional leaders to the Member Network. The regions are as follows:

Region I: Connecticut, Delaware, District of Columbia, Europe, Iceland, Maine, Maryland, Massachusetts, New Brunswick, New Hampshire, New Jersey, New York, Newfoundland, Nova Scotia, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, and Vermont.

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

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

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

Region V: Alberta, Colorado, Iowa, Manitoba, Minnesota, Montana, Nebraska, North Dakota, Northwest Territories, Saskatchewan, South Dakota, and Wyoming.

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

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. Number and Tenure

A. At the time of adoption of these Restated and Amended Bylaws, the number of directors presently serving is: 12. After May 31, 2014, and thereafter, except as provided in this Section 2, the number of Directors shall be seven (7) (the "Board Size Limitation"). The Board shall adopt by a resolution setting forth a summary of the procedures designated to reduce the number of members of the Board of Directors constituting the entire Board in order to affect compliance with the Board Size Limitation, which may be amended from time-to-time by the Board (the "Board Size Transition Procedures").

B. After completion of the Board Size Limitation, there shall be seven (7) directors. The Board shall be comprised of four (4) designated Directors and three (3) Regular Directors. Designated directors are the President, the President Designee, President Elect and the Annual Director. The three (3) Regular Directors are the three (3) at-large Directors. The Executive Director shall attend and participate in all meetings of the Board of Directors, and shall not have voting privileges.

C. A Director shall serve until the conclusion of the Annual Conference at which his/her successor is otherwise qualified as the Director's successor. No member of the Board of Directors may hold more than one elected office at a time.

D. 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 terms of three (3) years. These 3-year terms shall be

staggered such that by the completion of the Board Size Limitation and implementation of the Board Size Transition Procedures, one (1) at-large Director shall be elected at each successive Annual Election for at-large Directors with the term of office of each at-large Director expiring at the conclusion of the Annual Conference following the third Annual Election after the Annual Election at which the at-large Director was elected.

E. The Annual Director is appointed by the President Designee for a 1-year term, subject to approval by a majority of the Directors, no later than 30 days prior to the commencement of the Annual Conference. The Annual Director shall not serve for more than two (2) consecutive terms.

F. The number of 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. In the event that the number of directors is increased and new directors are appointed, the term will extend to the conclusion of the Annual Conference at which such Director's successor is otherwise qualified.

Section 3. Election of Directors

A. The Nominations and Appointments Committee shall be a standing committee. The Nominations and Appointments Committee shall place in nomination for directorship the names of at least two 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 4. 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 5. Annual Meetings. 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.

Section 6. Special Meetings. 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.

Section 7. Notice. 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 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, or by these bylaws.

Section 8. 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 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.

Section 9. 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 board of directors, unless the act of a greater number is required by law, by the articles, or by these bylaws.

Section 10. 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 11. Vacancies and Removal

A. A vacancy on the board of directors shall exist upon the death, resignation or removal of any director. That vacancy will be filled with a nomination of a member by the president and confirmation by a majority vote of the board.

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. Absence of any elected director from two (2) consecutive meetings of the board of directors without an excuse deemed valid by the board of directors may be considered as cause for removal.

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 appointed to take office when the resignation becomes effective.

D. Vacancies on the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the members or by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected 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.

E. In the event that the action described in the preceding sentence is by a majority of the remaining directors though less than a quorum or 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 12. 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 13. 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 14. Telephone Meetings. 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 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 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 15. Conflicts of Interest

A. A transaction in which a director of this Association has a conflict of interest may be approved:

(1) By the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors; or

(2) By obtaining approval of the:

(a) Attorney General; or

(b) The circuit court in an action in which the Oregon Attorney General is joined as party.

B. A conflict of interest transaction is a transaction with the Association in which a director of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Association at the time it was entered into or is approved as provided in Subsection A of the Section.

C. For the purposes of this Section, a director of the Association has an indirect interest in a transaction if:

(1) Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or

(2) Another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Association.

D. For purposes of subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single director. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subparagraph A(1) of this Section if the transaction is otherwise approved as provided in paragraph A of this Section.

E. For purposes of subparagraph A(2) of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in paragraph C of this Section may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph A(2) of this Section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this subparagraph constitutes a quorum for the purpose of taking action under this Section.

Article IV. Officers

Section 1. Officers. The officers of the Association shall be a president, president-elect, president designee, secretary, and executive director. Such other officers and assistant officers, including a treasurer, may be appointed by the board of directors. Except for the positions of president, president-elect, and president designee, any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The president-elect shall be elected 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 board of directors shall elect, by a majority vote, an individual to serve as the secretary or treasurer of the Association. 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 appointed 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. 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 appointed 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. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties, in such sum and with such surety or securities as the board of directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time-to-time may be assigned to him/her by the president or the board of directors.

Section 9. 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

Section 1. Standing Committees

A. The president, with the approval of the board of directors, shall appoint members to standing committees, except as provided in Article V, Section 1, subsection B for regional representatives to the Nomination & Appointments Committee. Two or more members of each standing committee shall be members of the board of directors. The two standing committees of the Association shall be the Nominations and Appointments Committee and

the Audit and Finance Committee. The composition of a standing committee shall be determined by the board of directors. The purpose of each standing committee shall be to carry out such functions and responsibilities as are assigned to it by the board of directors, except those items prohibited by Section 2 below.

B. 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), two voting members from each region, and the National Student Leader. Committee Members from each region shall be appointed by the Regional Representative for that region. The two voting members from each region shall serve staggered two-year terms. 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. Board member appointments and the National Student Leader shall serve one year terms.

C. 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 serving a one year term, each, and three professional members (one serving as Chair) serving staggered three year terms.

Section 2. Limits on Authority of Committees

No committee may 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 articles or bylaws; or
- E. Submit to the members of the Association a report without submitting the report to the board of directors.

Section 3. 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 4. 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 5. Quorum. Unless otherwise provided in the resolution of the board of directors designating a standing committee and except as provided in Section 1, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the board of directors.

Section 6. 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 committees and their members as well.

Section 7. Advisory Committees. Committees not having and exercising the authority of the board of directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present, and shall not be subject to 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. The board of directors may, from time-to-time, request such committees to provide the board with a full and complete report when required.

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 15 members:

- i. Six Regional Representatives (one eligible member from each region elected by voting members within that region) serving two year terms. Regions I, III, V shall elect regional representatives in odd numbered years; Regions II, IV, VI in even numbered years;
- ii. Six Student Regional Leaders (one eligible student member from each region elected by student voting members within that region) serving a one year term;
- iii. The National 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); and
- v. A member of the Board of Directors who will serve as liaison to the Member Network.

B. The Chair of the Member Network shall be one of the six Regional Representatives elected by the Member Network. The schedule of meetings, the election process developed by each region, the National 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 national discussion, the germination of 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. Individuals with 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) elect; and
- iv. Members of the Association with expertise in strategic areas.

C. One member of the Board of Directors will serve as Chair of the Assembly.

D. The Board 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 not more than five members from any one region. The NIRSA Foundation Board of Directors, the NIRSA Services Corporation Board of Directors, the Member Network, any member of a Standing Committee and any member of the Board of Directors, excluding the Chair of the Assembly, are ineligible to serve in the Assembly.

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 articles, 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. Actions Against Officers and Directors

The Association 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 Association), by reason of the fact that the person is or was a director or officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association 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.

Article XI. 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 XII. 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 XIII. 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 XIV. 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 XV. Choice of Law and Choice of Forum

Section 1. Choice of Law. The validity of these bylaws, and the rights, obligations and relations of the parties

hereunder, shall be construed and determined under and in accordance with the substantive laws of the State of Oregon, without regard to its principles of conflicts of law.

Section 2. Choice of Forum. Any action, suit, or proceeding arising from or relating to these bylaws as to any matter not subject to arbitration or with respect to any arbitration proceeding or award will not be commenced except in the appropriate court (state or federal) in the City of Corvallis, State of Oregon. The parties expressly consent to jurisdiction of such court.

Article XVI. Robert's Rules of Order Revised

Unless otherwise provided by the Oregon Nonprofit Corporation Act or these bylaws, all meetings and proceedings of the Association and its local chapters shall be governed by, and in accordance with, Robert's Rules of Order Revised.

Article XVII. 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 Bylaws of said Association, as adopted by the Board of Directors on December 13, 2011, and by the members on January 18, 2012.

Pamela M. Watts, Secretary