



# Restated Articles of Incorporation of the NIRSA Foundation

*Adopted at the NIRSA Foundation Annual Business Meeting,  
Reno, Nevada, March 30, 2001*



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# Restated Articles of Incorporation of the NIRSA Foundation

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## **ARTICLE I.**

The name of the Corporation is NIRSA FOUNDATION.

## **ARTICLE II.**

This Corporation is a public benefit corporation.

## **ARTICLE III.**

The Corporation has one class of voting members. Criteria for admission as a member shall be established by the Corporation's bylaws.

## **ARTICLE IV.**

This Corporation is organized for the following purposes:

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



## ARTICLE V.

The limitations on the Corporation include:

- A. The Corporation shall have no capital stock, and no part of its net earnings of the Corporation shall inure to the benefit of, or be distributable to its members (if any), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- 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, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization by the Internal Revenue Code of 1986, as amended, or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. 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)(3) 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 trustee, director or officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a trustee, director or officer. Without limiting the generality of the foregoing, if the provisions of the Oregon Nonprofit Corporation Act are amended after this Article VI. becomes effective, to authorize corporate action further eliminating or limiting the personal liability of trustees, directors or officers of the Corporation, then the liability of trustees, directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article VI., nor the adoption of any provision of these Restated Articles inconsistent with this Article VI., nor a change in the law, shall adversely affect any right or protection that is based upon this Article VI. and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Article VI. unless the change in law specifically requires such reduction or elimination.

## **ARTICLE VII.**

- A. 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, trustee, officer, employee or agent, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise.
- B. 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.
- C. Indemnification provided hereunder shall continue to cover any director, officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators.
- D. The right to indemnification conferred by this Article VII. shall be considered a contract right between the Corporation and any such person entitled to indemnity hereunder.

## **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, modify, or repeal the Corporation's bylaws are reserved to the Board of Directors as provided for in the bylaws.

## **ARTICLE IX.**

These Restated Articles of Incorporation supersede the existing Articles of Incorporation filed with the Oregon Corporation Division and any previous amendments.

## **ARTICLE X.**

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

- President
  
- Kent J. Blumenthal, Ph.D., CLP, Secretary-Treasurer
  
- Person to contact about this filing:  
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