

National Association of College and University Residence Halls, Inc.

Articles of Incorporation

National Association of College and University Residence Halls, Inc.

We, the undersigned, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Chapter 19 of title 18, Oklahoma Statutes Supplement 1970, and laws amendatory thereto and supplementary thereto, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

Article I

The name of this Corporation is the National Association of College and University Residence Halls, Inc.

Article II

The purpose of this Corporation shall be to design and facilitate programs and informational services to promote the educational goals of residence hall students through discussion groups, seminars and speakers at the annual conferences and other means of information exchange throughout the year.

Article III

To carry out the forgoing purpose this Corporation may only (a) by way of gift, honorarium, or otherwise, receive monies and expend the same, and (b) with approval of a majority vote at a meeting of the National Board of Directors enter into such contracts as may be necessary for:

1. collecting funds from students and student governing units of public and private colleges and universities for the National Association of College and University Residence Halls, Inc., and the payment for cost incurred in collection therewith;
2. assuring such student governing units of public and private colleges and universities that the financial commitments of the National Association of College and University Residence Halls, Inc., will be met.

This Corporation shall not participate or intervene in or contribute to any political campaign on behalf of any candidate for public office within the meaning and intent of 26 United States Code 501(c) (3). Furthermore, this Corporation will not become a private foundation.

Article IV

The period of the duration of this Corporation shall be fifty (50) years.

Article V

The registered office of this Corporation shall be 613 Connell Street, Stillwater, Oklahoma, in Payne County, and the registered agent shall be Thomas Zack Cooper, 613 Connell, Stillwater, Oklahoma 74074. The National Board of Directors shall have authority to carry on the affairs of this Corporation at such other places as they may from time to time designate.

Article VI

This Corporation shall have no capital stock and no corporate seal. No director, officer or member as such shall be entitled to receive any compensation, dividends, or otherwise as a result of the existence and operation of this Corporation, save and except salaries for officers as determined by the National Board of Directors and as provided for in the Bylaws of the Corporation. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all 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 educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

Article VII

No director, officer, or member (when and if the same are provided for) of this Corporation shall in any way be personally liable or responsible for any debt or obligation incurred by or on behalf of, or imposed upon, this Corporation.

Article VIII

The management of the affairs of this Corporation shall be vested in a National Board of Directors consisting of no less than three (3) and no more than thirty (30) persons, as the National Board of Directors and the Bylaws may from time to time designate. In addition to the Directors originally named to the National Board, other Directors may be elected from time to time in accordance with provisions as outlined in the Bylaws of the Corporation. Any vacancies in the National Board caused by death, disability, resignation, or other inability to serve shall be filled according to procedures as detailed in the Bylaws, with each new Board member serving until the successor is selected.

Article IX

The First National Board of Directors shall enact a set of bylaws which shall set forth qualification and election provisions for a successor Board of Directors which will be representative of such participating regional affiliates and national executive officers as are provided for in the Bylaws. The right to alter, amend, revoke or modify any provision of the Bylaws shall be reserved solely to the communication coordinators of member colleges and universities according to the procedures set forth therein.

Dated this fifteenth day of August, 1971.

The term of office for the first members on the National Board of Directors shall be until the first annual meeting of the National Board of Directors or until their successors shall have been duly elected and qualified.

As amended September 11, 1996.