

Articles of Incorporation of the Virginia Association of
Collegiate Registrars and Admissions Officers, Inc.
(A Virginia Non-Stock Corporation)

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I

The name of this corporation is the Virginia Association of Collegiate Registrars and Admissions Officers, Inc. (herin referred to as "the Corporation").

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

This corporation is organized for the following purposes:

Promote the professional preparation, effectiveness, and association of registrars, admissions and record administrators in colleges, universities and other educational institutions of higher education.

Facilitate communication between educational institutions through an exchange of ideas, information and experiences.

Promote such systematic studies, cooperative experiments, conferences and other related activities as may be desirable or necessary to fulfill the abovestated purposes.

The Corporation shall have the power to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia Corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber real and personal property.

To serve as a regional organization affiliated with the American Association of Collegiate Registrars and Admissions Officers.

ARTICLE IV

Membership in the Corporation shall consist of persons employed by institutions of higher education approved to award degrees by the State Council of Higher Education for Virginia, and who are concerned with the administrative functions or registrations, admissions and records of said educational institutions. Qualifications for membership shall be determined by the Board of Directors in accordance with the By-Laws. Each active member in good standing shall be entitled to one vote in all matters coming before membership meetings at which he or she is present. Each active member in good standing shall have full voting rights.

ARTICLE V

The Corporation shall not be operated for profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance or its purposes as hereinabove stated), and no part of the net earnings of the Corporation shall inure to the benefit of any private individual. The Corporation is organized Under Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation

shall not carry on any other activities not permitted to be carried on by a corporation exempt for federal income tax under Section 501(c) (3) of the Internal Revenue Code or cognate sections thereof.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors.

The initial number of directors of the Corporation shall be eleven (11). The number of directors may be increased or decreased from time to time by amendment to the ByLaws.

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, President-Elect, immediate Past President, all of whom (except the immediate Past President, Secretary, and Treasurer) shall be elected for a term of one (1) year by and from the voting membership at the annual membership meeting, and by the chairman of each standing committee.

ARTICLE VII

Private property of the directors, officers and members of this Corporation shall be forever exempted from all corporate debts and liabilities according to the provisions set forth herein.

The Corporation shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he or she is or was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his or her gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

Any indemnity under subsection (A) shall (unless authorized by a court) be made by the Corporation only as authorized in the specified case upon a determination that the director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty and in the case of settlement, that such settlement was, or if still to be made, is consistent with such indemnity and the best interest of the Corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Expenses incurred in defending an action, suit, or proceeding, whether civil, administrative or investigative, may be paid for by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection (f) of this section, upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by this section.

The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provision of this section.

The Corporation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequences of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE VIII

The initial registered office of the Corporation is to be located at 104 Wadsworth Street, Radford, Virginia 24141, and mailing address at Post Office Box 826, Radford, Virginia 24141. The name of the City in which the initial registered office is located in Radford, Virginia. The name of the registered agent is John D. Buck, a member of the Virginia State Bar, whose business office is the same as the registered office of the Corporation.

ARTICLE IX

The names and addresses of the incorporators are:

Charles S. Smith
Admissions Office
James Madison University
Harrisonburg, VA 22807

Dr. Archie G. Phlegar
Director of Admissions
Virginia Tech
Blacksburg, VA 24061

ARTICLE X

On dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to a non-profit organization which may have been created to succeed the Corporation for a nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations shall act as an exempt organization pursuant to the Internal Revenue Code. In the event that for any reason upon the dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable period of time, the Judge of the Circuit Court of the City where the Corporation has its principal office shall make such distribution as herein provided upon the petition of one or more persons.

Adopted April 30, 1985.