FIRST:

The name of the Corporation is National Council of University Research Administrators (hereinafter referred to as the "Council").

SECOND:

The period of its existence is perpetual.

THIRD:

The Council is hereby organized for the following purposes:

The Council is organized and operated exclusively for educational purposes and to assist individuals with professional interests in the administration of sponsored programs (research, education and training) primarily at colleges and universities, by:

Promoting the development of more effective policies and procedures relative to the administration of sponsored programs to assure the achievement of the maximum potential in academic programs;

Providing a forum through national and regional meetings for the discussion and exchange of information and experiences related to sponsored programs in colleges and universities.

Providing for the dissemination of current information and the exchange of views on mutual concerns; and

Promoting the development of college and university research administration and the administration of other sponsored programs as a professional field, and stimulating the personal growth of the members of the Council.

To exercise any other powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented.

The Council is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under Internal Revenue Code ("IRC") Section 501(c)(3).

Notwithstanding any other provision of these Articles of Incorporation, the Council shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a corporation to which contributions are deductible under IRC Section 170(c)(2).
FOURTH:

The Council shall have members. Unless set forth herein, the terms, conditions, and qualifications of membership shall be set forth in the Bylaws of the Council.

FIFTH:

The Council is to have three categories of members possessing voting rights.

SIXTH:

The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Council.

SEVENTH:

Other lawful provisions for the conduct and regulation of the business and affairs of the Council, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Council or its directors or members are as follows:

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its directors, officers, members, employees, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Upon the dissolution of the Council, all assets of the Council shall be distributed for one (1) or more of the Council’s exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

For the management of the business and for the conduct of the affairs of the Council, and in further definition, limitation and regulation of the powers of the Council and of its directors and of its members or any class thereof, as the case may be, it is further provided that the management of the business and the conduct of the affairs of the Council shall be vested in its Board of Directors and as set forth in the Council's Bylaws. The manner of election or appointment of the directors of the Council shall be prescribed by the Council’s Bylaws.
To the extent provided for in the Council’s Bylaws, the personal liability of the officers, directors, committee members, and employees of the Council is eliminated.

Each officer, director, committee member, and employee of the Council is hereby indemnified to the extent provided for in the Council’s Bylaws.

EIGHTH:

The name and address of the registered agent of the Council in the District of Columbia is CSC The United States Corporation Company, 1090 Vermont Avenue, N. W., Suite 430, Washington, D. C.

NINTH:

The Council reserves the right, from time to time, to amend, alter or repeal any of the provisions of these Articles of Incorporation as may be authorized by the laws of the District of Columbia at the time in force and provisions may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the Council by these Articles of Incorporation are granted subject to the provisions of this Article Nine. The Articles of Incorporation may only be amended, altered, changed, or repealed, in whole or in part, and new articles adopted in lieu of all or any part thereof, from time to time by the affirmative vote of at least two-thirds (2/3) of the eligible votes cast by members of the Council after the Board of Directors has adopted a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members.