

## **PNAIRP Operating Documents**

### **Articles of Incorporation**

Pacific Northwest Association for Institutional Research and Planning, Incorporated  
(An Oregon Nonprofit Corporation)

#### **Article I: Corporate Name**

The name of this Corporation is PACIFIC NORTHWEST ASSOCIATION FOR INSTITUTIONAL RESEARCH AND PLANNING, INC.

#### **Article II: Corporate Purposes**

The purposes for which the PACIFIC NORTHWEST ASSOCIATION FOR INSTITUTIONAL RESEARCH AND PLANNING, INC. is organized are exclusively educational non-profit complying with Section 501c(3) regulations of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent United State Internal Revenue Law. These purposes include, but are not limited to provide for the dissemination of information and the interchange of ideas on problems of common interest; to provide for the fostering of unity and cooperation among persons having interests and activities related to institutional research and planning in post-secondary education; and to promote the professional development of Pacific Northwest Association for Institutional Research and Planning members.

#### **Article III: Qualification and Admission of Members**

- a) Membership shall be open to individuals who are engaged in research leading to the improved understanding, planning and operation of institutions of post-secondary education and to individuals who are interested in the methodology and results of institutional research, including graduate students.
- b) Membership shall include all individuals who pay a registration fee for the PNAIRP annual meeting and those who do not attend the annual meeting, but pay a membership fee. Membership is valid through the next fiscal year beginning January
- c) Membership in the Association and election to any office or appointment to any committee shall not be based on race, ethnic origin, sex, age, nationality, sexual orientation, or religious conviction.

#### **Article IV: Duration**

The term of existence of this Corporation is perpetual

#### **Article V: Subscribers**

The names and residences of the Subscriber of this Corporation are as follows:

NAME/RESIDENCE- to be filled in after 2019 elections and annual meeting

## **Article VI: Officers**

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, Treasurer and an Immediate Past President. The officers shall be elected and have such duties, obligations, and authority as provided in the Bylaws.

## **Article VII: Initial Officers**

The names of the officers who are to serve until the first election as provided in the Bylaws are: (to be filled in after 2019 elections and annual meeting)

President

Vice President

Secretary

Treasurer

## **Article VIII: Board of Directors**

- a) The number of persons constituting the first Board of Directors shall be eight (8).
- b) The names and residence addresses of the persons who are to serve as Directors until the first election of Directors pursuant to the [original] Bylaws are:

NAME AND ADDRESS (to be filled in after 2019 elections and annual meeting)

President

Vice President

Secretary

Treasurer

Immediate Past President

Member-at-large 1

Member-at-large 2

Member-at-large 3

Member-at-large 4

- c) The Board of Directors shall have full authority to act for and on behalf of the Corporation except as otherwise specified in these Articles of Incorporation and in the Bylaws. The Board of Directors shall be responsible for performing such duties as are specified in these Articles of Incorporation and in the Bylaws, and other duties as are required for the management of the Corporation's affairs.

## **Article IX: Bylaws**

Section 1. The Corporation shall for the conduct of its affairs, adopt Bylaws not inconsistent with these Articles of Incorporation.

Section 2. Bylaws and amendments to them may be initiated by any of the following means:

- a) may be submitted in writing (including an electronic communication) to any member of the Executive Committee at least sixty (60) days prior to the annual meeting, or;
- b) may be proposed through action originating in the Executive Committee.
- c) Proposed amendments must be approved by two-thirds vote of the Board of Directs.

Section 3. Changes to the bylaws may be made either at the annual conference or by electronic ballot.

Bylaws approved by the Board of Directors shall be circulated at least thirty (30) days prior to the annual business meeting and again at the annual business meeting by the Secretary.

For proposed changes to be voted on by the registered members at the annual Conference, the Secretary shall be responsible for printing those proposed bylaws or amendment(s) initiated in accordance with Section 2 of this Article, and for submitting them to the registered members for consideration at the annual business meeting, and making copies available at least 30 days prior to the business meeting.

For proposed changes to be voted on by electronic ballot, the Secretary shall post to the website the proposed changes and notify the membership as to their posting. An electronic ballot shall be created and remain open for thirty days after notification to the membership.

Results of the balloting shall be announced at the annual Conference or through the member list serve.

Section 4. A proposed change in the bylaws shall become effective at the end of the annual business meeting at which it was approved by a majority of the members present or thirty (30) days after the close of the electronic balloting if approved.

#### **Article X: Amendments to Articles of Incorporation**

Amendments to the Articles of Incorporation may be done at the annual business meeting.

- a) Proposed amendments may be submitted in writing (including an electronic communication) to any member of the Board of Directors by a member of the Association in writing at least sixty (60) days prior to the annual meeting, or;
- b) May be proposed through action originating in the Board of Directors.
- c) Proposed amendments must be approved by a two-thirds vote of the Board of Directors.

Amendments approved by the Board of Directors shall be circulated at least (30) days prior to the annual business meeting and again at the annual business meeting by the Secretary.

Proposed changes to these Articles of Incorporation conforming with Sections 1 – 3 of this Article shall become effective at the end of the annual business meeting at which they were approved by two-thirds of the members present.

## **Article XI: Activities of the Corporation**

### Section 1

- a) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of Statements) any political campaign on behalf of any candidate for public office.
- b) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law including (but not limited to) any political lobbying.
- c) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, 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 distribution in furtherance of the purposes set for in Article II hereof.
- d) Conflict of Interest. No contract or transaction between this Corporation and one or more of its members, directors or officers shall be void or voidable solely because the member, director or officer has a financial interest in such contract or transaction or is present at or participates in a meeting of the members or Board of Directors which authorizes such contract or transaction provided one of the following conditions is met:
  - a. The material facts as to the relationship or interest as it relates to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors; or
  - b. The material facts as to the relationship or interest as it relates to the contract or transaction are disclosed or are known to the members entitled to vote thereon and the contract or transaction is specifically approved in good faith by a vote of the majority of members; or
  - c. The contract or transaction is fair to this Corporation at the time it is authorized, approved or ratified by the Board of Directors or the members. Interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes such contract or transaction.

## Section 2: Conference

The annual Conference of the Corporation shall be held during the fall of each year at a site and date determined by the Board of Directors. The Secretary and Vice President shall be responsible for distributing conference materials to all members at least 30 days prior to the annual Conference. The annual business meeting shall be held in conjunction with the annual Conference. The Vice President of the Corporation will be in charge of the program for this Conference.

## Section 3: Calendar

The Fiscal year of the Corporation shall begin January 1.

## Section 4: Fees

A registration fee will be assessed to all who register for the annual conference each year. Those who pay this fee will be members through the next fiscal year beginning January 1. A membership fee may be determined by the Board of Directors and may be assessed to all who do not pay the registration fee but wish to receive the benefit of the following PNAIRP service to include: Conference proceedings, membership list, advance notice of proposals for changes to the Articles of Incorporation, participation on the Corporation's list serve.

A discount in fees shall be established for full-time undergraduate and graduate students by the Board of Directors.

Fees shall be reviewed and set annually by the Board of Directors.

## Section 5: Committees

A Nominating Committee composed of the Immediate Past President of the Board and three other members, excluding the Board of Directors, shall be convened each year. The Past President shall be responsible for recruiting the other three members with the aim of securing representation of PNAIRP's membership. Members of the Nominating Committee serve with the understanding that none will be candidates for election.

An Audit Committee shall be recruited from the membership each year. This committee shall audit the Treasurer's books covering the previous fiscal year. The Treasurer shall report its results to the Board of Directors and to the members at the annual business meeting.

A Local Arrangements Committee shall be appointed by the Vice President in consultation with the President for each Conference. The Treasurer is an ex officio member of this committee, but does not have voting privileges.

## Section 6: Quorum

A quorum to conduct the business of the Corporation shall consist of twenty-five (25) percent of the registrants of the annual Conference or twenty-five (25) percent of the membership for electronic balloting.

#### Section 7: Parliamentary Procedure

Roberts Rules of Order will govern the conduct of business except where superseded by these Articles of Incorporation and Bylaws.