

## *SAIR Operating Documents*

### **Articles of Incorporation**

Southern Association for Institutional Research, Incorporated  
(A Florida Nonprofit Corporation)

#### Article I

##### Corporate Name

The name of this Corporation is SOUTHERN ASSOCIATION FOR INSTITUTIONAL RESEARCH, INC.

#### Article II

##### Corporate Purposes

The purposes for which the SOUTHERN ASSOCIATION FOR INSTITUTIONAL RESEARCH, INC. is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent United States Internal Revenue Law. These purposes include, but are not limited to, the advancement of research leading to improved understanding, planning and operation of institutions of postsecondary education; the dissemination of information and interchange of ideas on problems of common interest in the field of institutional research; the continued professional development of individuals engaging in institutional research; the fostering of unity and cooperation among persons having interests and activities related to research; and the advancement of postsecondary education.

#### Article III

##### Qualification and Admission of Members

(a) This Corporation shall have six classes of members as provided for in the Bylaws. No more than one membership may be held by any one person. The rights and privileges of each class of members is specified in the Bylaws. Each voting member shall be entitled to one vote.

(b) Membership shall be open to any person who is actively engaged in institutional research or has professional interest in activities related to institutional research. Any such person paying the registration and/or alternate membership fee(s) provided for by the Bylaws, and agreeing to be bound by the Articles of Incorporation and the Bylaws of this Corporation and by such rules and regulations as the Board of Directors may from time to time adopt, is a member.

#### Article IV

##### Duration

The term of existence of this Corporation is perpetual.

Article V  
Subscribers

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

NAME/RESIDENCE

E. Michael Staman 29216  
Lincoln Road Bay  
Village, Ohio 44140

Gerald W. McLaughlin  
308 Ardmore Street  
Blacksburg, Virginia 24060

Charles H. Bryson  
1764 Pine Ridge Drive NE Atlanta,  
Georgia 30324

Denise Strenglein  
1507 Winding Way  
Clearwater, Florida 33515

Article VI  
Officers

The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. 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:

President: E. Michael Staman  
Vice President: Gerald W. McLaughlin  
Secretary: Charles H. Bryson Treasurer:  
Denise Strenglein

Article VIII  
Board of Directors

- (a) The number of persons constituting the first Board of Directors shall be seven (7).
- (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

President: E. Michael Staman  
29216 Lincoln Road  
Bay Village, OH 44140

Vice President: Gerald W. McLaughlin  
308 Ardmore Street  
Blacksburg, VA 24060

Immediate Past President: Larry G. Jones 231  
Fortson Drive  
Athens, GA 30606

Member at Large: Charles L Brown  
P.O. Box 951, Fayetteville St. Univ.  
Fayetteville, NC 28301

Member at Large: R. Gregory Litaker  
3312 Bass Creek Drive, Apt. B  
Louisville, KY 40218

(c) The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the Immediate Past President, and four Members-at-Large.

(d) 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. through action originating in the Board of Directors and approved by a majority vote of the Board of Directors
- b. through a petition submitted by any voting member of the Corporation and approved by a majority of the Board of Directors

c. through a petition signed by twenty-five (25) or more members of the Corporation, and filed with the Secretary

Section 3. The Board of Directors shall be responsible for preparing any proposed bylaws or amendment(s) to them, if duly and properly initiated, and for submitting them to the voting members for vote by either of the following means:

a. at an annual business meeting provided that the proposed change has been filed with the Secretary and distributed to the members thirty (30) days prior to the annual business meeting

b. by a medium approved by the Board of Directors

Section 4. A bylaw or amendment to the Bylaws must be approved by an affirmative vote of the majority of one of the following:

a. the members present and voting at an annual business meeting, in the case of Section 3(a), above

b. those members voting whose ballots shall have been received via a medium approved by the Board of Directors on or before the thirtieth (30th) day after the distribution date, in case of Section 3(b) above

Section 5. Changes in the Bylaws shall become effective immediately after approval or as stated in the changes.

## Article X

### Amendments to Articles of Incorporation

Section 1. Amendments to the Articles of Incorporation may be initiated by any of the following means:

a. through action originating in the Board of Directors and approved by a majority vote of the Board of Directors

b. through a petition submitted by any voting member of the Corporation and approved by a majority of the Board of Directors

c. through a petition signed by fifty (50) or more voting members of the Corporation and filed with the Secretary

Section 2. The Board of Directors shall be responsible for preparing the proposed amendment, if duly and properly initiated, and submitting it to the voting members for vote by either of the following means:

a. at an annual business meeting, provided that the proposed change has been filed with the

Secretary and mailed to the members thirty (30) days prior to the annual business meeting

b. by a medium approved by the Board of Directors

Section 3. Amendments to the Articles of Incorporation must be approved by an affirmative vote of two-thirds of one of the following:

a. the members present and voting at an annual business meeting

b. those members voting whose ballots shall have been received via a medium approved by the Board of Directors on or before the thirtieth (30th) day after the distribution date

Section 4. Amendments to the Articles of Incorporation become effective immediately after approval or as stated in the Amendment.

#### Article XI

##### Activities of the Corporation

(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.

(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 distributions in furtherance of the purposes set forth in Article II hereof.

#### Article XII

##### Registered Agent and Office

The address of this Corporation's registered office shall be the Association for Institutional Research, 314 Stone Building, Florida State University, Tallahassee, Florida 32306, and the name of its registered agent at said address shall be Ms. Jean E. Chulak or her duly appointed successor.

#### Article XIII

##### Dissolution of Corporation

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or subsequent Internal Revenue code, or to the Federal, State, or Local government for exclusive public purpose.