

WACRAO Articles of Incorporation

PREAMBLE

Whereas the Wisconsin Association of Collegiate Registrars and Admissions Officers from its inception has had no Constitution and whereas the need is apparent for a more formal statement of the Association's organization and purpose, the members of the Association on this twenty-fourth day of October in the year of our Lord the nineteen hundred fifty-eighth, by a unanimous vote of the institutional representatives present and voting do hereby declare the adoption of the following constitution.

ARTICLE I

The name of the Corporation is Wisconsin Association of Collegiate Registrars and Admissions Officers, Inc.

ARTICLE II

The period of existence of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized exclusively for the purpose of engaging in any activity which a Corporation may be organized under the Wisconsin Nonstock Corporation Law, Chapter 181, Wisconsin Statutes and section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the 'Code'). In furtherance of the aforementioned purposes, the Corporation's specific purposes shall include the following:

1. To promote the best practices of individuals involved in records management, admissions, enrollment management, administrative information technology and student services.
2. To provide a forum for the exchange of information and ideas among its members.
3. To provide mentoring and professional development opportunities for its members.
4. To foster a spirit of unity, cooperation, and professional pride among its members and others in the higher education community.
5. To advance education in Wisconsin.

ARTICLE IV

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by a Corporation exempt from federal income taxes under section 501(c)(6) of the Code. No part of the assets, income or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, officers or any private individual, except that the Corporation shall be authorized to pay reasonable compensation for necessary services actually rendered to it and to make payments and

distributions for the purposes of the organization. No dividends or pecuniary profits or liquidation dividends shall be declared or paid. Supplementary to the purposes of this organization, the Corporation may engage or participate in any activity, business or enterprise to procure funds for the purposes of the Corporation, but only, however, to the extent that such activity, business or enterprise will not jeopardize the tax-exempt status of the Corporation.

ARTICLE V

The Corporation shall have members. Members shall have such rights as set forth in the By-Laws of the Corporation or as otherwise allowed by law.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors as set forth in the By-Laws of the Corporation. The manner of appointment and removal of the Board of Directors shall be provided in the By-laws of the Corporation. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by at least two-thirds of the directors then in office. The interest of any director, officer or member in this Corporation shall not be assignable *inter vivos*, nor shall it pass to any personal representative, heir or devisee.

ARTICLE VII

The number of directors constituting the initial Board of Directors is seven and the names and addresses of the persons who are to serve as the initial directors until their successors be appointed and qualified are: Executive Committee

ARTICLE VIII

The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall have authority to accept or reject membership, shall determine its policy within the limit of these Articles and the By-Laws of the Corporation, shall actively prosecute its objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

ARTICLE IX

If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations, as the Board of Directors shall select, which shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall

be surrendered to the Circuit Court located in the county in which the Corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code section 501(c)(3).

ARTICLE X

The location of the initial principal office of the Corporation shall be in Pierce County at 112 South Hall, Admissions Suite, University of Wisconsin-River Falls, 410 South 3rd Street, River Falls, Wisconsin 54022.

ARTICLE XI

The name and address of the initial registered agent of the Corporation are:

Subsidiary Services, Inc.
1000 North Water Street
Suite 2100
Milwaukee, WI 53202

ARTICLE XII

The name and address of the incorporator are Lucien A. Beaudry, Reinhart Boerner Van Deuren s.c., 1000 North Water Street, Suite 2100, Milwaukee, WI 53202.