ARTICLES OF INCORPORATION

OF THE

ROCKY MOUNTAIN ASSOCIATION OF

COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS

The undersigned, acting as the incorporator of the Association under the New Mexico Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Association:

ARTICLE I.

The name of the Association is the Rocky Mountain Association of Collegiate Registrars and Admissions Officers.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the Association is organized are:

A. To engage in activities that provide for the advancement of professional competence in the collegiate registrar and admissions officer professions through annual meetings and otherwise by the exchange of information and ideas of common interest.

B. To promote a spirit of helpfulness, cooperation and unity among its members engaged in the collegiate registrar and admissions officer professions.

C. Such other purpose or purposes as the Board of Directors may authorize or approve from time to time, whether related or unrelated to the above-described activities.

D. The transaction of any lawful business for which corporations may be incorporated under the Nonprofit Corporation Act, as amended.

E. The purposes for which this corporation is formed are to be promoted, transacted and carried on without pecuniary profit.

F. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501C(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV.

The Association shall have three classes of membership primarily from Colorado, New Mexico, and Wyoming. The classes shall be: Institutional, Associate Professional, and Honorary. Membership in the Institutional, and Associate Professional classes shall be contingent upon the proper completion of the appropriate application forms, which forms shall be prepared and approved in accordance with the
Association’s Bylaws. Proper completion of the appropriate application form for Institutional and Associate Professional members shall be approved and certified by the Board of Directors. The Board of Directors shall recommend to the voting members any entity applying Associate Professional membership or any individual nominated for Honorary membership. Membership for the Institutional, and Associate Professional shall be approved upon securing two-thirds \((2/3)\) of the delegate vote cast at the annual meeting of the members. Nominations for Honorary membership will be presented to the Board of Directors for consideration and possible recommendation to the membership. These persons may be elected to Honorary non-voting membership by an affirmative vote of at least two-thirds \((2/3)\) of the votes cast via the election ballot for Board of Director members.

A. **Institutional Membership.** Institutional membership shall be available primarily to higher education institutions located in the states of Colorado, New Mexico and Wyoming that meet the qualifications contained herein. Institutional members must be collegiate-level, degree-granting, and Regional accreditation.

B. Each institutional member receives the right to vote as determined by the Bylaws. Any institution having separate campuses or off-campus centers which have separate offices of admissions and records shall be eligible for additional institutional membership(s) upon application and payment of annual dues. Institutional members shall designate individual members from their offices of admissions, registration, records, or other offices interested in the Association’s activities.

C. **Associate Professional Membership.** Associate Professional membership shall be open to organizations and entities not eligible for Institutional membership, but whose professional duties are related to the purposes of the Association. It is understood that Associate Professional membership carries neither the right to vote nor the right to serve as an elected officer of the Association. Associate Professional members shall designate individual members from their organizations interested in the Association’s activities.

D. **Honorary Membership.** Honorary non-voting membership may be presented to individuals who have served the Association with distinction. Honorary members shall enjoy a permanent invitation to attend the Association’s meetings, shall be excused from the Association’s membership and registration fees, shall be permanently retained in the Association’s membership list or directory, and shall receive all of the Association’s newsletters or other correspondence with individual members.

**ARTICLE V.**

The address of the Association’s initial registered office is The University of New Mexico, Student Services Center Room 261, Albuquerque, New Mexico 87131-2039.

**ARTICLE VI.**

The business and affairs of this Association shall be managed by a Board of Directors consisting of not fewer than eight \((8)\) persons, the exact number to be determined from time to time in accordance with the Bylaws. Meetings of the Board of Directors, both regular and special, may be held either within or without the State of New Mexico.

**ARTICLE VII.**
The number of directors constituting the initial Board of Directors is eight (8) and the name and address of the persons who are to serve as directors until the first annual meeting of members and thereafter until their successors are elected and qualified are:

A. Tamara Lehner
B. Cher Downey
C. Nolan Oltjenbruns
D. Ed Preble
E. Sherri Waggoner
F. Mary Angell
G. Tammy Aagard
H. Kathleen Sena

ARTICLE VIII.

The Association shall have a President, President-Elect, Vice-President for Colorado, Vice-President for New Mexico, Vice-President for Wyoming, Secretary, Treasurer, Treasurer-Elect, and Immediate Past President, all of which constitute, without limitation, the Board of Directors, and may have such additional and assistant officers as determined by the Board of Directors including, without limitation thereto, Assistant Secretary. A person may hold more than one office except as prohibited by law.

ARTICLE IX.

A. No contract or other transaction between the Association and one or more of its Directors or officers, or between the Association and any other Association, firm or entity in which one or more of the Association’s Directors or other officers are Directors or officers, or have a financial interest, shall be void or voidable because of such relationship or interest, or because such Director or Directors or officer or officers are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3) The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders; or
4) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

B. The regulation of the internal affairs of the corporation is vested in the Board of Directors as provided in the bylaws and as follows:
1) The corporation shall use its funds only to accomplish the objectives and purposes specified in these Articles, and no part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and other expenses and to make payments and distributions in furtherance of the purposes set forth herein.

2) Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manners, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501C(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4) The corporation shall not adopt any practice, policy or procedures which would result in discrimination based upon age, color, handicap or disability; ethnic or national origin, race, religion, religious creed, gender (including discrimination taking the form of sexual harassment), marital, parental or veteran status, or sexual orientation.

5) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501C(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170C(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE X.**

A. Loaning any part of the corporation’s income or corpus without the receipt of adequate security and a reasonable rate of interest (but under no circumstances shall a loan be made to any officer or director of the corporation);

B. Paying any compensation in excess of a reasonable allowance;

C. Making any substantial purchase of securities or any other property for more than adequate consideration in money or money’s worth;

D. Selling any substantial part of the corporation’s securities or other property for less than adequate consideration in money or money’s worth;

E. Making any part of the corporation’s services available on a personal basis or engaging in any other transaction which results in a substantial diversion of the corporation’s income or corpus, to any of the incorporators or directors of the corporation, to any person who shall make a substantial contribution to the
corporation, a member of the family of such incorporator, director or person having made a substantial
correspondence, or a corporation controlled by any such incorporator or director of a person having made a
substantial contribution.

ARTICLE XI.

The Association shall indemnify its Directors and officers to the fullest extent permitted by New
Mexico law.

ARTICLE XII.

The private property of the members, Directors, and officers of the Association shall be forever
exempt from the debts and obligations of the Association.

ARTICLE XIII.

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law
and all rights conferred upon shareholders hereunder are granted subject to this reservation.

These Articles of Incorporation may be amended at any Annual or Special meeting on approval by two-thirds
(2/3) of the delegate vote case provided that the substance of the proposed amendment shall have been
submitted in the call for the meeting. The Association Secretary maintains a complete list of amendments.

ARTICLE XIV.

The name and address of the incorporator is Kathleen Sena.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of July, 2002.

______________________________
Kathleen Sena, Incorporator
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY

DESIGNATED INITIAL REGISTERED AGENT

TO: The State Corporation Commission
    State of New Mexico

STATE OF NEW MEXICO) )ss.
COUNTY OF SOCORRO)

On this 22\textsuperscript{nd} day of July, 2002, before me, a Notary Public in and for the State and County aforesaid, personally appeared Kathleen Sena, who is known to me to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the initial Registered Agent of the Rocky Mountain Association of Collegiate Registrars and Admissions Officers, the corporation which is named in the annexed Articles of Incorporation and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

\begin{flushright}
Kathleen Sena, Initial Registered Agent
\end{flushright}

\textbf{SUBSCRIBED AND SWORN TO} before me this 22\textsuperscript{nd} day of July 2002, by Kathleen Sena.

\begin{flushright}
Kathleen Gibson, Notary Public
\end{flushright}

My Commission Expires:_________________
Amended:
July 17, 2008  Treasurer-Elect position added under Article VIII

July 18, 2013  Article IV - Added “primarily” to “The Association shall have three classes of membership primarily from Colorado, New Mexico, and Wyoming”.

July 18, 2013  Article IV Institutional Membership. Added “primarily” and removed “non-profit” to “Institutional membership shall be available primarily to higher education institutions located in the states of Colorado, New Mexico and Wyoming that meet the qualifications contained herein.” Also revised the acronym COPRA to CORPA.

July 18, 2013  Article IV Associate Membership. “It is understood that Associate Professional membership does not carry the right to vote. Associate Professional membership does not infer or guarantee transferability of credit to any of the members’ institutions, or to other institutions outside the Association. Associate Professional membership is not a statement of accreditation by the Association. Associate Professional members shall designate individual members from their officers of admissions, registration, records, or other offices interested in the Association’s activities.”

Revised to: “It is understood that Associate Professional membership carries neither the right to vote nor the right to serve as an elected officer of the Association. Associate Professional members shall designate individual members from their organizations interested in the Association’s activities.”

July 12, 2018  Revised to: update 501c(3) to 501c(6) in all appropriate locations

Article IV A: Remove regional accreditation statement that includes Commission on Recognition of Post-Secondary Accreditation (CORPA), as it no longer exists.