Sample Articles of Association

The undersigned, a majority of who are citizens of the United States, desiring to form a Uniform Unincorporated Nonprofit Association under the laws of Wisconsin, do hereby certify:

FIRST: The name of the Association shall be [INSERT NAME HERE].

SECOND: The place where the principal office of the Association is to be located is [CITY COUNTY STATE].

THIRD: The Association is formed and shall be operated exclusively to advance education, research, economic development and public service by assisting in the exchange of information among its members by means of high-speed digital communication techniques, and to assist those members in gaining access to scientific and educational resources. The network will support collaborative instruction, research, economic development and public service; facilitate access to regional and national networks and hence to national resources such as supercomputer centers; and generally support the education, service and research mission of the members.

To further such purposes, the Association will provide digital communications to:

- Promote and facilitate instruction and research at educational institutions and support agencies, including colleges, universities and school districts;
- Facilitate access to information and resources found at libraries and governmental organizations;
- Promote collaborative research between educational institutions and associations and private industry;
- Promote access to special research facilities;
- and through the above activities, increase the pool of scientific knowledge and the advancement of high technology so necessary to the economic well-being of the State of [Wisconsin] and the United States of America.

The foregoing are exemplary of the activities of the Association, but shall not be taken to preclude other activities which may advance the purpose of the Association.

In no case shall the purpose of the Association or its activities encompass any purpose or activity not permitted to exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

FOURTH: The Association is organized exclusively for educational, scientific and charitable purposes, including economic development and the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law). The Association is organized exclusively for the benefit of the members of the Association, including current members so long as they remain members of the Association, and any future members.

FIFTH: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as described in this Article. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence public legislation, and the Association shall not participate in, or intervene in (including the public distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Association shall not carry on activities not permitted to be carried on (a) by an association exempt from Federal income tax under Section 501 (c)
(3) of the Code or (b) by an association, contributions to which are deductible under Section 170 (c) (2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: The Association shall have an annual meeting for the purpose of electing a Board of Directors, making changes to the Bylaws and Articles of Association and other such matters as may be provided by the Bylaws.

Each member shall have the right to appoint one Member Representative to attend meetings of the Association. The Member Representatives shall elect the Board of Directors of the Association, who will, in turn, elect their officers, in the manner provided by the Bylaws.

A Board of Directors shall manage the business and affairs of the Association. The Board may exercise all such authority and powers of the Association and do all such lawful acts and things as are authorized by statute, the Bylaws and these Articles. The Board may delegate, as appropriate, certain matters of the Association's affairs and business to others consistent with the Bylaws.

SEVENTH: Membership in the Association shall be determined in accordance with the provisions set forth in the Bylaws, but shall be limited to (i) organizations described in Section 509 (a) (1) or (2) of the Code, (ii) colleges and universities which are exempt from taxation pursuant to Section 501 (a) of the Code as organizations described in Section 501 (c) (3) of the Code, or colleges and universities of the type described in Section 511 (a) (2) (B) of the Code (or any corresponding provision of any future United States Internal Revenue Law), and (iii) such other organizations as will further the charitable, educational, scientific and economic development purposes of the Association as set forth in Article Three of these Articles of Association.

A new member may be added or a current member may be removed only by an affirmative vote of not less than two-thirds of the Board.

EIGHTH: In the event of dissolution of the Association, the Board shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: Representatives at meetings of the Association are expressly authorized and empowered, in the manner provided in the Bylaws of the Association, to make, alter, amend and repeal the Bylaws of the Association in any respect not inconsistent with the laws of the State of [Wisconsin] or with these Articles of Association.

TENTH: The Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Association in the manner now or hereinafter prescribed by law, except that the right shall not be exercised in a manner that would produce any inconsistency with Articles Third, Fourth, Fifth and Eighth of these Articles of Association.

We, the undersigned, officers of the Board of Directors of the Association, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set our hands this [DATE, of MONTH YEAR].

Chair
Vice Chair
Secretary
Treasurer