

Articles of Incorporation
of the Southern Association of Student Councils, Inc.

Article One

The affairs of the corporation shall be controlled and administered by a Board of Directors which shall be composed of the three adult officers of the Association. Each director will serve for a term of one year which shall expire at the conclusion of the Annual Meeting of the Directors, but may resign his or her appointment at any time and may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the then remaining Directors shall elect his or her successor. A Director shall be considered incapacitated if for any reason he or she shall be unable to carry on the duties of his or her office and the remaining Directors shall have declared him or her incapable of service by agreement. A Director may be re-elected by a majority of the Directors. The Directors shall meet annually at a place, time and date which shall be fixed by the President and shall hold such other meetings as may be necessary from time to time upon written call of the President, which call shall specify the place, time and date of the meeting at least three (3) days in advance of said meeting. At the Annual Meeting, the Directors shall elect Directors and officers.

Article Two

The officers of the corporation shall consist of a President, a Secretary, and a Treasurer. Only Directors shall serve as officers of the corporation. Any two offices may be held by the same person. The President shall preside at all meetings of the Directors and shall be the chief executive officer of the corporation. In the absence of the President, the Secretary shall perform the duties of the President. The Secretary shall be the custodian of the minute books of the corporation and shall accurately keep minutes of meetings of the Directors. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the corporation. The officers shall be elected at the Annual Meeting of the Directors.

Article Three

Any sale or transfer of any stock, bond, security or any other property standing in the name of the corporation, shall be valid only if signed by the corporation acting through the President. Any transfer signed in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if each transaction had been authorized by a specific vote of Directors, and any person, firm or corporation to whom a copy of this Article Three shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

Article Four

The Treasurer shall at all times maintain records evidencing the property owned by the corporation and its disbursements, and present the same to the Annual Meeting of the Directors, provided, however, that the records shall always be open for inspection by any Director.

Article Five

A quorum for the transaction of any business shall be a majority of the Directors then in office.

Article Six

The Directors shall serve without compensation.

Article Seven

The Board of Directors shall have the power to alter, amend or repeal the articles of incorporation or adopt new articles of incorporation, provided that the articles at no time shall contain any provision inconsistent with law. The articles of incorporation shall only be amended after written notice of the proposed amendment has been given to the Directors in office as of the date of the notice.

Article Eight

Each Director or officer of the corporation shall be indemnified by this corporation against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with any action, suit or proceeding, completed, pending or threatened, in which such person may be involved by reason of his being or having been a Director or officer of this corporation. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. The corporation may purchase and maintain insurance on behalf of any such officers and Directors against such liabilities asserted against such persons whether or not the corporation would have the power to indemnify such officers and Directors against such liability under the laws of the State of Georgia.