

Amended and Restated
ARTICLES OF INCORPORATION
of

THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

Pursuant to the provisions of the Virginia Nonstock Corporation Act, the undersigned corporation adopts the following articles of incorporation:

ARTICLE 1

Name of the corporation is THE VIRGINIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

ARTICLE 2

- A. The corporation is a nonstock corporation that is organized for the transaction of any and all lawful acts for which nonstock corporations may be incorporated under the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended.
- B. The specific purpose for which the corporation is organized is to promote the arts and sciences of association management. The corporation intends to accomplish its purpose by providing the opportunity for exchange of experience and opinions through discussion, study and publications, education of its members and the public in the arts and sciences and the use of trade, professional, and technical associations. The corporation intends to develop and encourage high standards of conduct and service of executives professionally serving trade, technical, and professional associations.
- C. The enumeration herein of specific purposes shall not be construed as limiting or restricting in any way the undertaking of such functions as shall advance the general purpose of the corporation.
- D. The purposes of the corporation shall be promoted, transacted, and carried out without pecuniary profit.

ARTICLE 3

The corporation shall indemnify the directors, officers, employees, and members of any committee to the extent anticipated by §§ [13.1-876](#) and [13.1-881](#) of the

Code of Virginia (1950), as amended, that a nonstock corporation may indemnify its directors, officers and employees; provided, however, that before the corporation uses corporation funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification. The forgoing right of indemnification shall not be exclusive of any other rights to which a person may be entitled by law, agreement, vote of the members or otherwise.

ARTICLE 4

The corporation shall have members whose rights and duties shall be set forth in the bylaws of the corporation.

ARTICLE 5

The corporation shall be governed by a board of directors whose powers, rights, and duties shall be set forth in the bylaws of the corporation.

ARTICLE 6

Should the corporation enter into a sale of its assets as a result of dissolution or for any other reason, any proceeds realized shall be distributed to a public charity or charities selected by a majority vote of the membership present and voting at the meeting to which such decision is made.