Amended & Restated Articles of Incorporation and Constitution of Minnesota Student Assembly Forum

The undersigned are of legal age and through this document adopt and invoke the rights and responsibilities of the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A of the Minnesota Statutes, and as amended, with the intent to amend the nonprofit corporation and adopt the following Amended and Restated Articles of Incorporation:

1. Founding Principles

Believing that students must be fairly represented,

Founded on the long-standing tradition of Undergraduate Student Government,

Seeking to better the rights and privileges of the students,

Aspiring to promote active participation in the University and its surrounding communities,

Providing a forum for the ideas and concerns of students,

And ensuring adequate student representation in the government and administration of their University.

2. Name of Organization

The name of the nonprofit corporation is "Minnesota Student Association" (hereinafter "Corporation").

3. Registered Office Address and Mailing Address

Corporation's registered office & mailing address is:

Minnesota Student Association
300 Washington Ave SE, Ste 202
Minneapolis, MN 55455

4. Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather will be operated exclusively for exempt purposes.

The specific purpose of Corporation is:

Charitable: Elimination of prejudice and discrimination by working to fairly represent the needs and interests of all students in the University of Minnesota community. The Minnesota Student Association does this by providing platforms for the ideas and concerns of students and ensuring those ideas and concerns are heard and addressed in University policy and local government.

Combating community deterioration by promoting active participation in the University of Minnesota and the surrounding communities. Lessening of neighborhood tensions by providing a platform for students and others in the community to engage.

Educational: Advancement of education of University of Minnesota students and the larger community. Specifically, the Minnesota Student Association raises awareness and provides education and resources for the University of Minnesota community on topics such as rental best practices, mental health, sexual assault, and student voting.

5. Exemption Requirements

a. Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

i. Corporation's service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.

ii. In addition, MSA operates in compliance with the University Board of Regents Policy on Diversity, Equal Opportunity and Affirmative Action. MSA membership is open to all undergraduate students without regard to race, color, creed, religion, national origin, gender, age, marital status, disability, public assistance status, veteran status, sexual orientation, gender identity, or gender expression.

iii. No part of Corporation's annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.

iv. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).

v. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.

vi. Corporation will have no capital stock.

vii. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

b. Powers

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans and mortgages;

solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

c. Written Action

Pursuant to state law, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

d. Community Benefit

Corporation is operated for community benefit and will impose only reasonable charge(s) for any services and benefits provided to the community.

6. Membership / Board of Directors

a. Membership

Corporation will have voting members. The classes, eligibility, rights, and obligations of members will be determined by Corporation's Bylaws.

b. Board of Directors

The management of the affairs of Corporation will be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director will have any right, title, or interest in or to any property of Corporation.

7. Limited Liability & Indemnification

a. Standard of Conduct

Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries will discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the corporation and is protected by the business judgment rule.

b. Indemnification and Limited Liability

Corporation will indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section will comply with and follow the requirements as provided by state statutes governing nonprofit corporations. Subject to state law, Indemnification is allowable if the Director, Officer, or high-level employee has acted in good faith in accordance with the required Standard of Conduct.

c. Limited Liability

No Director, Officer, member, or employee of Corporation will be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee will be subject to payment by the Corporation as a debt or obligation.

d. Insurance

Corporation will have the power to acquire insurance coverages in order to protect the organization from expenses arising from legal liability.

e. Repeal or Modification

Any repeal or modification of this Article by the Directors of Corporation will not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.

f. Statutory Amendments

If the state statutes providing for limited liability is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person will be eliminated or limited to the fullest extent permitted by state law, as so amended.

8. Conflicts of Interest Policy

The organization has adopted a Conflicts of Interest Policy which is on file with the Corporation.

9. Gift Acceptance

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to: money, real property, personal property, stock, other assets, and in-kind goods or services.

Corporation's Directors and / or Officers personally accepting gifts, entertainment, beneficial actions or other tokens of recognition from individuals or entities can result in a conflict of interest when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and / or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

10. Duration & Dissolution

The duration of Corporation's corporate existence is perpetual unless dissolved. The methods and procedures of Dissolution will be governed by Minnesota Statutes.

11. Distribution of Assets

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

IN WITNESS WHEREOF, the undersigned, subscribe my name to this document to amend and restate the Articles of Incorporation & Constitution for the Corporation named above under the laws of the State of Minnesota.

Levi O'Tool

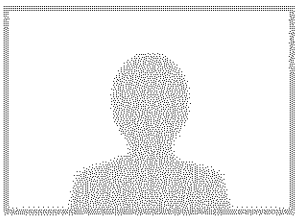
Levi O'Tool, Vice President

The undergraduate student membership ratified this document on the 5th day of June, 2020.

Signature Certificate

Document Reference: PL8MYKIHVK5K68MFGY5MM5

RightSignature
Easy Online Document Signing



Levi OTool
Party ID: JWK4R2IJD34PAGK7PAZXLM
IP Address: 73.88.44.181
VERIFIED EMAIL: msavp@umn.edu

Electronic Signature:

Levi OTool

Multi-Factor Digital Fingerprint Checksum: ad1edfee168c63dea84eedb288a947201b46e72d

Timestamp	Audit
2020-06-05 20:42:02 -0700	All parties have signed document. Signed copies sent to: Levi OTool and Jessica Birken.
2020-06-05 20:42:02 -0700	Document signed by Levi OTool (msavp@umn.edu) with drawn signature. - 73.88.44.181
2020-06-05 20:38:55 -0700	Document viewed by Levi OTool (msavp@umn.edu). - 73.88.44.181
2020-06-05 08:43:50 -0700	Document created by Jessica Birken (jess@birkenlaw.com). - 73.65.52.115

This signature page provides a record of the online activity executing this contract.

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Steve Simon
Secretary of State