

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of the
ASSOCIATION OF COLLEGE AND UNIVERSITY BIOLOGY EDUCATORS
an Iowa Non-Profit Corporation**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The Association of College and University Biology Educators, an Iowa nonprofit corporation (the "Corporation"), originally organized under the laws of Iowa on January 6, 1959, and now pursuant to the provisions of the Revised Iowa Nonprofit Corporation Act, hereby restates its Articles of Incorporation, as follows:

**ARTICLE I
Name**

The name of the Corporation is the Association of College and University Biology Educators.

**ARTICLE II
Membership**

The Corporation shall have members, and the Steering Committee (Board of Directors) shall provide for their election, qualifications, removal and voting rights.

**ARTICLE III
Term of Existence**

The period of its duration is perpetual.

**ARTICLE IV
Purpose**

The Corporation is organized exclusively for religious, charitable or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended), including for such purposes, but not limited to the following:

- a. To further the teaching of the biological sciences at the college and other levels of educational experience;
- b. To bring to light common problems involving biological curricula at the college level, and by the free interchange of ideas endeavor to resolve these problems;

- c. To encourage active participation in biological research by teachers and students in the belief that such participation is an invaluable adjunct to effective teaching;
- d. To create a voice which will be effective in bringing the college views of college and university teachers of the biological sciences to the attention of college and civil government administrations;
- e. To acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell and convey, or otherwise dispose of any property, including but not limited to real, personal and mixed, tangible and intangible; to issue bonds, notes, evidence of indebtedness, receipts and obligations; to receive donations, subscriptions and contributions; to make donations, to organizations created for similar or like purposes and to have and exercise all other corporate rights and powers, and to do all lawful acts necessary or desirable to carry out its purpose consistent with the laws of the State of Iowa (as they now exist or from time to time may be amended), and Section 501(c)(3) of the Internal Revenue Code (as it now exists or from time to time may be amended) and not inconsistent with these Articles of Incorporation; and
- f. To engage in any lawful activity, except as may be restricted herein.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE V
Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its directors, officers, employees or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services to or on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI
General Limitations

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax

under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE VII
Directors

The affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. The qualifications and method of election of directors shall be stated in the Bylaws of the Corporation. The number of directors shall be stated in the Bylaws of the Corporation.

ARTICLE VIII
Dissolution

Upon the dissolution of the Corporation, the directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as the directors shall determine. Any of such assets not so disposed of shall be disposed of by a court having general equitable jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
Liability Shield

Directors, officers and volunteers of the Corporation shall have no personal liability to the Corporation for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following:

1. The amount of a financial benefit received by a director to which a director is not entitled.
2. An intentional infliction of harm on the Corporation.
3. A violation of Section 504.835.

4. An intentional violation of criminal law.

If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE X **Indemnification of Corporate Agents**

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse the expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI **Amendment**

These articles of incorporation may be amended in the manner provided by law.

These Amended and Restated Articles of Incorporation: (1) correctly sets forth the provisions of the Articles of Incorporation of the Corporation as heretofore and hereby amended; (2) has been duly adopted as required by law; and (3) supersedes the original Articles of Incorporation of the corporation, as previously amended.