

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

*Certified by the Secretary of the Commonwealth of Massachusetts
on May 13, 2002.*

ARTICLE I

The exact name of the Corporation is:

Council of State Historical Records Coordinators, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The purpose of the Council is to promote the preservation of and access to the documentary heritage of the United States through the development of strong, cooperative, public and private historical records programs in the states and territories of the United States through reciprocal support, advice, and collaboration with the National Historical Publications and Records Commission and other organizations.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, educating the creators and custodians of records and the public at large about the significance of the nation's documentary heritage, ensuring the proper care of historical records by public and private entities nationwide, and facilitating access to and use of these records.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The membership provisions of this Corporation shall be stated in the Bylaws of this Corporation.

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its Directors or members, or of any class of members, are as follows:**

A. Tax-Exempt Provisions

1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation 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; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. No part of the assets of the corporation and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

4. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11 A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for non-profit purposes similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a

majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.

5. In any taxable year in which the corporation is a private foundation as described in IRC section 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC section 4942, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC section 4941(d); (b) retain any excess business holdings as defined in IRC section 4943(c); (c) make any investments in such a manner as to subject the organization to tax under IRC section 4944; or (d) make any taxable expenditures as defined in IRC section 4945(d) or corresponding provisions of any subsequent federal tax laws.

B. Other Lawful Provisions

1. The corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at its pleasure.
- (d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all, or any of its property, or any interest therein, wherever situated.
- (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds

and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the corporation may determine. issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in. all or any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180. in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof, provided that; as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue-Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any enterprise which it would have power to conduct by itself.

(p) These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire Board of Directors at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the

records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid.

(q) Meetings of the members may be held anywhere in the United States.

(r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition_ of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (1) by a disinterested majority of the directors then in office; (2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (3) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officers", "employees", and "agents" include their respective heirs, executors and administrators, and an "interested director" is one against whom in such capacity

the proceeding in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

- (i) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
- (ii) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
- (iii) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern: the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(t) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

(u) All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (3) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial Directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

- a. The street address of the principal office of the corporation *in Massachusetts* is:

Council of State Historical Records Coordinators, c/o Massachusetts State Archives,
220 Morrissey Boulevard, Boston, MA 02125

- b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	ADDRESS
President:	Walter P. Gray	State Archivist California State Archives 1020 O Street, Sacramento, CA 95814 Telephone: 916-653-8099; Fax: 916-653-7134 E-mail: wgray@ss.ca.gov
Treasurer:	Timothy Slavin	State Archivist and Records Administrator Delaware Public Archives Hall of Records, 121 Duke of York Street, Dover, DE 19901 Telephone: 302-739-5318; Fax: 302-739-2578 E-mail: tslavin@state.de.us
Clerk:	H. T. Holmes	Director Mississippi Archives and Library Division P.O. Box 571, Jackson, MS 39205-0571 Telephone: 601-359-6877; Fax: 601-359-6964 E-mail: hholmes @mdah.state.ms.us

Directors: (or officers having the powers of *Directors*)

Wendy E. Bredehoft, Director
Division of Cultural Resources, Barrett Building
2301 Central, Cheyenne, WY 82002
Telephone: 307-777-7013; Fax: 307-777-3543
E-mail: wbrede@state.wy.us

James S. Henderson, State Archivist
Maine State Archives State House, Station 84,
Augusta, ME 04333
Telephone: 207-287-5793; Fax: 207-287-5739
E-mail: james.henderson@state.me.us

Peter Gottlieb, State Archivist
Wisconsin Historical Society
816 State Street, Madison, WI 53706
Telephone: 608-264-6480; Fax: 608-264-6486
E-mail: pgottlieb@whs.wisc.edu

- c. The fiscal year of the corporation shall end on the last day of the month of December.
- d. The name and business address of the Resident Agent of the Corporation is:

William Milhomme, Deputy Coordinator and Field Archivist
Massachusetts Historical Records Advisory Board
Massachusetts Archives at Columbia Point
220 Morrissey Blvd., Boston, MA 02125
Telephone: 617-727-2816
E-mail: William.Milhomme@sec.state.ma.us

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 10th day of May, 2002.

[signed by H.T. Holmes, clerk of the corporation.]