



# AMERICAN ASSOCIATION *for STATE and LOCAL HISTORY*

## ARTICLES OF INCORPORATION

Accepted August 30, 2019

### CERTIFICATE OF INCORPORATION OF THE AMERICAN ASSOCIATION FOR STATE AND LOCAL HISTORY

We, the undersigned citizens of the United States of full age, a majority of whom are citizens of the District of Columbia, desire to associate themselves for the purpose of forming an educational society under and pursuant to the provisions of Section 121 of Chapter 5 of The Code of the District of Columbia, as amended, and under authority granted by the unincorporated American Association for State and Local History to form a corporation to succeed said Association and do hereby execute and adopt the following Certificate of Incorporation:

#### Article I.

The name of the corporation shall be the American Association for State and Local History (the "corporation").

#### Article II.

The duration of the corporation shall be perpetual.

#### Article III.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), and specifically, the corporation shall serve individuals and organizations in researching, preserving, interpreting, and sharing history as a resource for their communities and the broader society. Its educational services and advocacy shall promote excellence at all levels of practice and study, and shall encourage collaboration and public appreciation of the value of history. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, employees, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) by a corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).



#### Article IV.

The officers and Directors of the corporation shall be elected as provided for in the Bylaws of the corporation. The Board of Directors of the corporation, which the Bylaws of the corporation shall refer to as the "Council," shall, along with the voting members of the corporation, have the power to adopt, amend or repeal the Bylaws of the corporation, as provided for in the Bylaws. The Bylaws shall govern the operation of the corporation unless any provision thereof conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

#### Article V.

The corporation shall serve as the successor to the American Association for State and Local History, unincorporated, as authorized by votes of the council and of the Association at its fourth annual meeting held on November 10, 1944 at Harrisburg, Pennsylvania. The corporation shall have members and shall not have authority to issue capital stock. The qualifications, classifications and rights of the corporation's members shall be as provided for in the Bylaws of the corporation.

#### Article VI.

The corporation reserves the right to amend or repeal these Articles of Incorporation by the affirmative vote of a two-thirds majority of the Board of Directors, and a majority of voting members of the corporation, respectively, at a meeting at which a quorum is present.

#### Article VII.

Upon the termination or dissolution of the corporation, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the corporation, shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have a charitable or educational purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a majority of the Board of Directors, and the voting members of the corporation, respectively, at a meeting at which a quorum is present.

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