

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

Librarians, Archivists, and Museum Professionals in the History of the Health Sciences, Inc.

ARTICLE II

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

The Corporation is formed to educate librarians, archivists, and museum professionals responsible for collection and services related to the history of the health sciences in the latest technologies and best practices for organizing, preserving, and accessing their collections, to engage in activities related to such purposes, and to engage in any other activities permitted by The Commonwealth of Massachusetts to a corporation organized under Chapter 180 of its General Laws and that are not prohibited to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

- C
- P
- M
- R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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 Corporation is a membership organization having a single class of members

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:

The officers of the Corporation, acting as a board, shall have the power of directors, as permitted by section 6A of Chapter 180, M.G.L., and no separate board of directors shall be constituted.

Continuation Sheets are attached on which appear the following provisions:

- Article IV A -- Exemption Related Provisions
- IV B -- Corporate Powers and Limitations
- IV C -- Officer Exoneration

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.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

LIBRARIANS, ARCHIVISTS, AND MUSEUM PROFESSIONALS
IN THE HISTORY OF THE HEALTH SCIENCES, INC.

Continuation Sheets for Article IV, Articles of Organization

Article IV A – Exemption-Related Provisions

1. 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 none of its powers shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other applicable chapter of the General Laws of the Commonwealth of Massachusetts, and in no event shall the Corporation engage in any activity or exercise any power that would deprive it of any exemption from federal income tax the Corporation may receive under §501(c)(3) of the Internal Revenue Code.

2. Notwithstanding any other provisions of these Articles of Organization, the Corporation is organized exclusively to educate librarians, archivists and museum professionals responsible for collections and services related to the history of the health sciences. The Corporation shall not carry on any activities prohibited to a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code.

3. No part of the net earnings of the Corporation or of its assets shall inure to the benefit of any officer or director of the Corporation, or any other private individual and no part of the net earnings of the Corporation or of its assets shall be appropriated for any purposes other than the purposes of the Corporation as set forth in these articles of organization, except that reasonable compensation may be paid for services rendered to or for the Corporation, and no officer or director of the Corporation, or any other private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

4. Upon the liquidation or dissolution of the Corporation, after provision for and/or payment of all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to one or more other organizations that have purposes similar to those of the Corporation and that are exempt from taxation under the provisions of §501(c)(3) of the Internal Revenue Code. Such organizations and their respective shares of the distribution shall be selected by a majority of the officers then in office.

6. All references in these Articles of Organization to the Code are to the Internal Revenue Code of 1986, as now in effect and as it may hereafter be amended; all references to the General Laws of the Commonwealth of Massachusetts or any chapter thereof are to the General Laws or chapter as now in effect and as hereafter amended; and references to particular sections of the Internal Revenue Code or to the General Laws of the Commonwealth of Massachusetts also refer to successor provisions of subsequently enacted law.

Article IV B – Corporate Powers and Limitations

Subject to the limitations set forth in Article IV A above, the Corporation shall have the following powers which it may exercise only in furtherance of its corporate purposes:

1. The Corporation shall have perpetual succession in its corporate name.
2. The Corporation may elect or appoint officers, employees and other agents, fix their compensation and define their duties and obligations.
3. The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated, in an unlimited amount.
4. 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.
5. The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, encumber or create a security interest in, any or all of its properties or any interest therein, wherever situated.
6. The Corporation may purchase, take, receive, subscribe for or otherwise acquire, own, hold, sell, exchange, transfer or otherwise dispose of, pledge as security 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.
7. The Corporation may make contracts, give guaranties and incur liabilities, borrow money at such rates of interest and on such other terms as the Corporation's officers having the power of directors, may determine, may issue its notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or security interest in any or all of its properties or any interest therein, wherever situated.
8. 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 loaned or invested.
9. The Corporation may commence and defend legal proceedings.
10. The Board of Officers may make, amend or repeal the bylaws in whole or in part except for any provision thereof which by law, the Articles of Organization or the bylaws requires action by the members. Not later than the time of giving notice of the meeting of the members next following the making, amending or repealing by the Board of Officers of any bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the bylaws. Any bylaw adopted, amended or repealed by the Board of Officers may be amended or repealed by the members.

Article IV C – Officer Exoneration

No officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer to the extent it may be imposed by law (i) for a breach of the officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer for any act or omission occurring prior to the date upon which the foregoing provision became effective. No amendment to or deletion of the foregoing provisions of this Article which restricts or limits the limitations on liability provided by this Article to officers shall apply or be effective with respect to actions and omissions of any officer occurring prior to the date the amendment or deletion becomes effective.
