

ARTICLES OF ORGANIZATION

Article I

The exact name of the corporation is New England Historical Association, Inc.

Article II

a. The Corporation is organized to serve the interests of historians in New England and elsewhere, whether professional or amateur, academic or non-academic, by providing them with a forum in which they can: Present and exchange the fruits of their research, study, and teaching experience; meet socially; inform themselves about resources for the study and teaching of history, opportunities for the application of historical learning, and other pertinent facets of the varied practice of history; and maintain connections with the historical enterprise in its larger regional and national dimensions.

b. The Corporation shall have, and may exercise in the furtherance of the foregoing purposes, the power to solicit and receive dues and other contributions and hold the same in trust or otherwise; all of the powers which are granted to charitable corporations under Section Six of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as applicable from time to time to corporations established on the date of incorporation of the Corporation; and all other powers which under said Section 6 are permitted to charitable corporations, including but not limited to the power to act as a partner in any enterprise in which the Corporation would have the power to conduct by itself; all subject to clause (c) immediately below and provided that no power stated above shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of said General Laws.

c. The Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers or directors, 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 clause (a) above. 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 by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Anything contained in these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Article III

The corporation shall have one class of members.

Article IV

a. Meetings of the Directors may be held anywhere within the United States.

b. Except as otherwise provided below, the Corporation may, to the extent permitted by law and only to the extent that the status of the Corporation as an organization exempt from federal income tax under Section 501(c)(3) of the Code is not adversely affected, indemnify each person who is, or shall have been, a Director or officer of the Corporation or who is serving, or shall have served, at the request of the Corporation as a Director, officer or trustee of another organization (including, without limitation an employee benefit plan) in which the Corporation directly or indirectly has any interest, as a shareholder, creditor or otherwise, against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the Corporation or such other organization, in compromise or settlement) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be a defendant or with which he or she may be threatened or otherwise involved, directly or indirectly, in his or her capacity as, or by reason of his or her being or having been, such a Director, officer or trustee. The specific terms and conditions of indemnification shall be such, if any, as may from time to time be set forth in the by-laws of the Corporation. Indemnification pursuant to this Article shall not be exclusive of or affect any other rights to which any Director, officer, or trustee may be entitled under any agreement, statute, vote of members or otherwise. Nothing contained in this Article shall affect any rights to which Corporation personnel other than Directors, officers, or trustees may be entitled by contract or otherwise.

c. Neither the Board of Directors, nor any Member or officer, shall have power to bind the individual directors or officers of the Corporation, personally. All persons or corporations extending credit to, contracting with, or having claims against the Corporation, shall look only to the funds and property of the Corporation for payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, so that neither the Directors nor the officers, present or future, shall be personally liable therefor.

d. No officer or Director of the Corporation shall be liable to the Corporation for any breach of his or her fiduciary duty as officer or Director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or Director (i) for any breach of his or her duty of loyalty to the

Corporation or its Members, (ii) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (iii) for any transaction from which he or she derived an improper personal benefit.

e. If and during any period of time in which the Corporation is or is deemed to be a private foundation as defined in Section 509(a) of the Code, and notwithstanding any other provisions of these Articles or the by-laws of the Corporation:

- i. The Corporation shall distribute or set aside its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- iii. The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Code.
- iv. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.
- v. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

f. Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Directors shall 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 as in their judgment have purposes most closely allied to those of the Corporation, as the Board of Directors shall determine; provided, however, that the transferee organization or organizations shall be organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Supreme Judicial Court of the Commonwealth of Massachusetts, exclusively for such charitable purposes or to such organization or organizations, exempt under said Section 501(c)(3) of the Code, as said Court shall determine, as provided in Sec. 11A of Chapter 180 of the Massachusetts General Laws.

g. References in these Articles to the “Code” are to the Internal Revenue Code of 1986, as amended, and enumerated sections of the Code shall be deemed to include the corresponding provisions of any superseding revenue law.