



Articles of Organization

The Articles of Organization of Arisia, Incorporated

Revised 01 January 1989

- I. THE NAME BY WHICH THE CORPORATION SHALL BE KNOWN IS: *ARISIA, INCORPORATED.***
- II. THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN THE FOLLOWING ACTIVITIES:**
- A. To conduct meetings, conferences, lectures, discussions, film showings, art shows, exhibits, conventions, and other presentations concerning science fiction, fantasy, and related subjects.
 - B. To Promote the enhancement and furtherance of science fiction, fantasy, and related subjects in literature, artwork, films, theater, radio, television, sound and video recordings, computer software, and all other media existing now or in the future.
 - C. To hold, sponsor, and promote the development of organized science fiction and fantasy fan activities.
 - D. To make grants for the foregoing purposes to organizations and activities that qualify under Section 501(c)(3) of the Internal Revenue Code.
 - E. To act exclusively for educational and literary purposes under Sections 170(c) and 501(c)(3) of the Internal Revenue Code.
 - F. To carry on any other lawful activities in furtherance of the foregoing and consistent with the requirements and constraints of Section 501(c)(3) of the Internal Revenue Code.
- III. THE DESIGNATION OF CLASSES OF MEMBERSHIP, THE MANNER OF ELECTION OR APPOINTMENT, THE DURATION OF MEMBERSHIP, AND THE QUALIFICATION AND RIGHTS, INCLUDING VOTING RIGHTS, OF THE MEMBERS OF EACH CLASS ARE TO BE SET FORTH IN THE BYLAWS.**

IV. OTHER LAWFUL PROVISIONS 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. Except as otherwise provided in the bylaws, meetings of the corporation may be held anywhere in the United States.
- B. The corporation shall have the powers specified in sections 9A and 9B of Chapter 156B of the Massachusetts General Laws.
- C. The officers and directors of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision does not eliminate or limit the liability of an officer or director
 - (i) for any breach of the officer's or director's duty of loyalty to the corporation or its members,
 - (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 or director derived an improper personal benefit.
- D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.
- E. No part of the assets or net earnings of the corporation shall be divided among or inure to the benefit of any officer, director, member, or private individual, and no person shall receive or be entitled to receive any pecuniary profit of any kind therefrom except as reasonable compensation for services rendered, reimbursement for expenses incurred on behalf of the corporation, or for the making of distributions to exempt organizations in furtherance of the purposes of the corporation as set forth in these Articles.
- F. 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 any candidate for public office. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

- G. Upon dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, the directors or officers having the powers of directors shall distribute all remaining assets of the corporation exclusively in accordance with the educational and literary purposes of the corporation, in such manner or to such organization or organizations as qualify at the time under Section 501(c)(3) of the Internal Revenue Code, as said directors or officers shall determine. Any assets not so disposed of shall be disposed of by the appropriate Massachusetts court having jurisdiction exclusively for such purposes stated above, or to such organization or organizations qualifying as stated above, or for such other purposes as qualify under Section 501(c)(3) of the Internal Revenue Code, as said court shall determine.
- H. All references in these Articles to the Internal Revenue Code are to the Internal Revenue Code of 1954 as amended and to the corresponding provisions of any future United States internal revenue law.