

AAM - Restated
Articles (Proposed
May 2019)

**RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF MUSEUMS**

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act (the “Act”), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statements below.

1. The name of the corporation (hereinafter referred to as the “Corporation”) is: American Association of Museums.

2. The Articles of Incorporation of the Corporation are hereby amended as follows:

A. The PREAMBLE is hereby amended by replacing the existing provision with the following:

This Corporation is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code Title 29, Chapter 4, hereinafter referred to as the “Act”), and hereby adopts the following Articles of Incorporation:

B. Article FIRST is hereby amended by replacing the existing provision with the following:

The name of this corporation (hereafter referred to as the “Corporation”) is American Association of Museums.

C. Former Article SECOND is hereby deleted;

D. A new Article SECOND is hereby added as follows:

The period of duration of this Corporation shall be perpetual.

E. Article THIRD is hereby amended by replacing the existing provision with the following:

Founded in 1906, the American Association of Museums (“AAM”) is dedicated to promoting excellence within the museum community. Through advocacy, professional education, information exchange, accreditation, and guidance on current professional standards of performance, AAM assists museum staff, boards, and volunteers across the country to better serve the public. AAM shall exercise any powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented. AAM is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under United States Internal Revenue Code Section 501(c)(3) (or corresponding section of any future United States Internal Revenue Code).

F. Article FOURTH is hereby amended by replacing the existing provision with the following:

The Corporation shall have no members within the meaning of the Act.

G. Former Article FIFTH is hereby deleted;

H. Former Article SEVENTH is hereby renumbered Article FIFTH and amended by replacing the existing provision with the following:

Upon the dissolution or liquidation of this Corporation, and after paying or making provision for the payment of all the liabilities and claims of the Corporation, the Board of Directors of the Corporation shall distribute any remaining assets and income for one (1) or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors may select;

I. Article SIXTH is hereby amended by replacing the existing provision with the following:

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws, which may contain any provision that is not inconsistent with law or these Articles. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of Directors and the method of election or appointment of the Directors of this Corporation shall be as provided in the Bylaws of this Corporation;

J. A new Article SEVENTH is hereby added as follows:

The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however, that:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes;
- b. 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; and

- c. Notwithstanding any other provision of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code.

K. Article EIGHTH is hereby amended by replacing the existing provision with the following:

The principal office of the Corporation shall be located within or outside the District of Columbia as determined by the Board of Directors. The name and address of the registered agent of this Corporation in the District of Columbia is:

Corporate Creations Network Inc.
1629 K Street, NW, #300
Washington, D.C. 20006

L. Former Article NINTH is hereby deleted;

M. A new Article NINTH is hereby added as follows:

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 its directors are as follows:

- a. The personal liability of the Officers and Board Members of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Board Member or Officer of the Corporation shall not be liable to the Corporation for money damages for any action taken, or failure to take action, as a Board Member or Officer, except for liability for (i) the amount of financial benefit received by the Board Member or Officer to which the Board Member or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Board Member in a manner outside the standards of conduct mandated for the Officer or Board Member by the Act; or (iv) an intentional violation of criminal law.
- b. The Corporation shall indemnify its Board Members and Officers in accordance with and to the fullest extent permitted by law.

N. A new Article TENTH is hereby added as follows:

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; and (ii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.

3. The text of the Restated Articles of Incorporation, which consolidate the foregoing amendments and all previous amendments to the Articles of Incorporation in a single document, is as follows:

[Remainder of page intentionally blank]

**RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF MUSEUMS**

This Corporation is organized as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code Title 29, Chapter 4, hereinafter referred to as the “Act”), and hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation (hereafter referred to as the “Corporation”) is American Association of Museums.

ARTICLE II. DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III. PURPOSES

Founded in 1906, the American Association of Museums (“AAM”) is dedicated to promoting excellence within the museum community. Through advocacy, professional education, information exchange, accreditation, and guidance on current professional standards of performance, AAM assists museum staff, boards, and volunteers across the country to better serve the public. AAM shall exercise any powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented. AAM is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under United States Internal Revenue Code Section 501(c)(3) (or corresponding section of any future United States Internal Revenue Code).

ARTICLE IV. MEMBERS

The Corporation shall have no members within the meaning of the Act.

ARTICLE V. DISSOLUTION

Upon the dissolution or liquidation of this Corporation, and after paying or making provision for the payment of all the liabilities and claims of the Corporation, the Board of Directors of the Corporation shall distribute any remaining assets and income for one (1) or more of the Corporation’s exempt purposes within the meaning of Code Section 501(c)(3), or to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors may select.

ARTICLE VI. BOARD OF DIRECTORS

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws, which may contain any provision that is not inconsistent with law or these Articles. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of Directors and the method of election or appointment of the Directors of this Corporation shall be as provided in the Bylaws of this Corporation.

ARTICLE VII. POWERS AND LIMITATIONS

The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonprofit corporations organized pursuant to the Act; provided, however, that:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation, or any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes;
- b. 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; and
- c. Notwithstanding any other provision of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code.

ARTICLE VIII. REGISTERED AGENT AND ADDRESS

The principal office of the Corporation shall be located within or outside the District of Columbia as determined by the Board of Directors. The name and address of the registered agent of this Corporation in the District of Columbia is:

Corporate Creations Network Inc.
1629 K Street, NW, #300
Washington, D.C. 20006

ARTICLE IX. MISCELLANEOUS

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 its directors are as follows:

- a. The personal liability of the Officers and Board Members of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Board Member or Officer of the Corporation shall not be liable to the Corporation for money damages for any action taken, or failure to take action, as a Board Member or Officer, except for liability for (i) the amount of financial benefit received by the Board Member or Officer to which the Board Member or Officer was not entitled; (ii) an intentional infliction of harm; (iii) an unlawful distribution authorized by the Officer or Board Member in a manner outside the standards of conduct mandated for the Officer or Board Member by the Act; or (iv) an intentional violation of criminal law.
- b. The Corporation shall indemnify its Board Members and Officers in accordance with and to the fullest extent permitted by law.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; and (ii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.

[Remainder of page intentionally blank]

4. The foregoing amendments and Restated Articles of Incorporation were duly adopted by the Board of Directors in accordance with the requirements of the Act at a meeting of the Board of Directors held on [DATE], at which a quorum was present. The foregoing amendments and Restated Articles of Incorporation were further duly approved by the members of the Corporation in the manner required by the Act and by the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned have signed and attested to these Restated Articles of Incorporation as of the dates written below. These Restated Articles of Incorporation may be executed in separate counterparts.

By: _____
[NAME], Chair

Date: _____

Attest: _____
[NAME], Secretary

Date: _____