

# **ARTICLES OF INCORPORATION**

## **OF THE**

# **MEDIEVAL & RENAISSANCE DRAMA SOCIETY**

### **Preamble**

**Pursuant to the provisions of Act 162, Public Acts of 1982, and as hereafter revised, the undersigned corporation executes the following Articles:**

### **ARTICLE 1**

#### **NAME**

The name of this organization is *Medieval and Renaissance Drama Society*.

### **ARTICLE 2**

#### **PURPOSE**

**2.1** The Corporation is formed exclusively for charitable, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law;

**2.2** To plan and convene annual meetings of scholars and other persons interested in medieval and Renaissance drama, to sponsor long-range projects of interest to such persons, to support the publication of material of interest to such persons, and to support the publication of material of interest to the Society including the Early European Drama in Translation (EEDT) Series and *Research Opportunities in Medieval and Renaissance Drama* (ROMARD); and

**2.3** To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

**2.4** To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, Societies, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

**2.5** Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

### ARTICLE 3

#### ORGANIZATION – FINANCE

3.1 Medieval & Renaissance Drama Society shall be organized as a ***non-stock corporation***, incorporated in the State of Michigan as a nonprofit charitable organization.

3.2 Accordingly, stock in the Corporation is not provided for, and ***no shares*** shall be issued.

3.3 The Corporation:

3.3.1 owns or holds interest in ***no real property***,

3.3.2 owns personal property in the form of ***cash and deposits***.

3.3.3 shall be funded by ***private and government grants, contributions from individuals, businesses, governmental units, and other organizations; and solicitations of charitable gifts from the public, and other permissible means, all as allowed and qualifying under Section 501(c)(3) of the Internal Revenue Code.***

3.3.4 The Corporation is organized on a ***membership*** basis.

### ARTICLE 4

#### ADDRESS – RESIDENT AGENT

4.1 The address of the Corporation's registered office is:

40600 Ann Arbor Road East Suite 201  
Plymouth, MI 48170

4.2 The name of the resident agent at the registered office is: Business Filings Incorporated

### ARTICLE 5

#### INCORPORATORS

The original incorporators are:

Vicki Hamblin  
516 High Street  
Bellingham, WA 98225

Karen Funston  
1601 F Street  
Bellingham, WA 98225

### ARTICLE 6

#### ACTIVITIES NOT CONSISTENT WITH TAX EXEMPT STATUS

6.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

- 6.2 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.
- 6.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 7**

### **PROHIBITION AGAINST POLITICAL ACTIVITIES**

The corporation shall not participate in any political campaign for or against any candidate for public office, either directly or indirectly, nor engage in any political activities that would be inconsistent with the requirements for maintaining tax-exempt status under Internal Revenue Code § 501(c)(3) and related regulations, rulings, and procedures.

## **ARTICLE 8**

### **INDEMNIFICATION OF DIRECTORS & OFFICERS**

The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. Subsequent changes in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws, that reduces the scope of indemnification shall not be interpreted as applying retroactively to actions or omissions that may have occurred prior to such changes.

## **ARTICLE 9**

### **LIMITATION OF PERSONAL LIABILITY FOR VOLUNTEER DIRECTORS**

9.1 A volunteer director or volunteer officer shall not be personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty, except that the liability of a director or officer is not eliminated or limited for:

- 9.1.1 A breach of the director's or officer's duty of loyalty to the corporation or its members;
- 9.1.2 Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

- 9.1.3 A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized distributions or loans;
- 9.1.4 An intentional criminal act;
- 9.1.5 Intentional infliction of harm on the corporation or its members;
- 9.1.6 The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- 9.1.7 Any liability imposed under section 497(a);
- 9.1.8 A transaction from which the director or officer derived an improper personal benefit; or
- 9.1.9 An act or omission that is grossly negligent.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director or officer, then a volunteer director or officer of the corporation (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation or its members, as so amended. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, alteration, modification or repeal.

## **ARTICLE 10**

### **ASSUMPTION OF LIABILITY FOR ACTS OF VOLUNTEERS**

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after the formal adoption of these Articles, and incurred in the good faith performance of the volunteer director's duties. Except as provided in the previous sentence, the corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer, if all of the following conditions are met:

- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b. The volunteer was acting in good faith;
- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- d. The volunteer's conduct was not an intentional tort; and
- e. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by Section 3135 of the Michigan Insurance Code of 1956.

No amendment or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or with respect to any volunteer's acts or omissions that occur before such change.

#### **ARTICLE 11**

##### CONFLICTS IN GOVERNANCE DOCUMENTS

In case of a conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws adopted by the Corporation, the terms and provisions of the Articles shall govern and control.

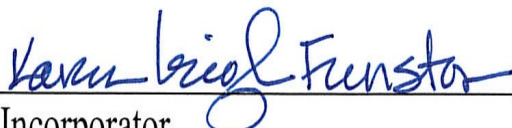
#### **ARTICLE 12**

##### DISSOLUTION

The voluntary or involuntary dissolution of the Corporation shall be in accordance with the provisions of Michigan Act 284 of 1972, Chapter 8 (MCLA 450.1800).

After having satisfied all legal obligations of the Corporation, the remaining assets shall be disposed of by distribution to government and/or entities deemed most likely to honor the original purposes of Medieval & Renaissance Drama Society, provided that such organizations qualify for tax-exempt status under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, and qualify under the laws of the State of Michigan to receive distributions from non-profit corporations.

Signed this 28th day of September, 2016

  
Incorporator

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