

ACSUS Articles of Incorporation

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To: Recorder of Deeds, D.C.

Washington, D.C.

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

ARTICLE I: NAME

The name of the corporation is The Association for Canadian Studies in the United States.

ARTICLE II: TERM

The term of the corporation shall be perpetual.

ARTICLE III: PURPOSES

The corporation is organized to operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) and in particular to promote in the United States scholarly activities, including without limitation study, research, teaching and writing, concerning the Dominion of Canada. In furtherance of these purposes the corporation may, subject to the provisions of Article VI, exercise all powers available to corporations organized under the District of Columbia Non-Profit Corporation Act.

ARTICLE IV: MEMBERS

The corporation shall have one or more class of members, the designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the by-laws.

ARTICLE V: EXECUTIVE COUNCIL

The affairs of the corporation shall be managed by an Executive Council, the members of which shall be elected in the manner provided in the by-laws.

ARTICLE VI: PROSCRIBED ACTIVITIES; DISSOLUTION

(A) The corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future

United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

(B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, Councillors, officers, 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 Article III hereof.

(C) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(D) Neither the whole, nor any part or portion, of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes or objects other than those stated in Article III hereof.

(E) If the corporation shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), the corporation shall during any such period:

- (1) distribute 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (2) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (4) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); and
- (5) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(F) In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed exclusively for the purposes stated in Article III hereof in such manner, or to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Executive Council shall determine.

ARTICLE VII: ADDRESS

The address of the initial registered office of the corporation is:

c/o Center of Canadian Studies

The Johns Hopkins School of Advanced International Studies

1740 Massachusetts Avenue, N.W.
Washington, D.C. 20036

The name of the initial registered agent at the foregoing office is Roger F. Swanson.

ARTICLE VIII: INITIAL COUNCILLORS

The number of Councillors constituting the initial Executive Council is three (3) and the names and addresses of the persons who are to serve as the initial Councillors until their successors have been elected and qualify are:

- (1) Dale C. Thomson
2127 Bancroft Place. N.W.
Washington, D.C. 20008
- (2) Roger F. Swanson
4201 Massachusetts Avenue, N.W. #268-W
Washington, D.C. 20016
- (3) Judith Webster
3303 Prospect Street, N.W.
Washington, D.C. 20007

ARTICLE IX: INCORPORATORS

The name and address, including street and number, of each incorporator is:

- (1) Dale C. Thomson
2127 Bancroft Place. N.W.
Washington, D.C. 20008
- (2) Roger F. Swanson
4201 Massachusetts Avenue, N.W. #268-W
Washington, D.C. 20016
- (3) Judith Webster
3303 Prospect Street, N.W.
Washington, D.C. 20007

IN WITNESS WHEREOF, the incorporators hereof have signed these Articles of Incorporation on the dates indicated beside their signatures: