

Articles of Incorporation

Under Section 402 of the Not-For-Profit Corporation Law

To: New York State Department of State; Division of Corporations and State Records

We, the undersigned, being natural persons of the age of 18 or more, acting as incorporators of a corporation, do hereby adopt the following Articles of Incorporation for the ACADEMY OF MANAGEMENT, INC.

FIRST: The name of the corporation is: THE ACADEMY OF MANAGEMENT, INC.

SECOND: The period of duration is perpetual.

THIRD: This corporation as defined in subparagraph (a)(5) of Section 201 (Definitions); a type B corporation under section 201 (Purposes); and is organized and will be administered and operated primarily as an association of academicians, graduate students, managers and other management practitioners to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

1. To develop or improve its members' capabilities for the instruction of the public on management subjects beneficial to the community.
2. To foster the general advancement of research, learning, teaching, and practice in the field of management and to encourage the extension and unification of knowledge pertaining to management.
3. To present public discussion groups, forums, panels, lectures, and similar programs on management and to publish journals dedicated to the attainment of its objectives.
4. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purposes, this corporation will have the power to:

- a. Sue and be sued;
- b. Make contracts;
- c. Receive property by the devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- d. Act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer, and expend the funds and property subject to such trust;
- e. Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- f. Borrow money, contract debts and issue bonds, notes, and debentures, solicit grants and charitable contributions, and secure the payment of any performance of its obligations; and
- g. Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

FOURTH: The corporation will have four classes of membership as specified in the Bylaws.

FIFTH: No part of the net income of the corporation will inure to the benefit of or be distributable to its members, governors, officers, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation will not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation will 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 1986; the corporation will not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation will not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 and this corporation should not make any taxable expenditures within the meaning of Section 4945 of the I.R.C. of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 will be deemed to incorporate by reference the corporation provisions of any subsequent federal tax laws.

SIXTH: The affairs of the corporation will be carried on through its Board of Governors; the manner of their election or appointment, other than the initial Board of Governors provided for herein, will be as provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Governors either within or out of any states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporators, governors and officers will not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provisions of these Articles, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by any organizations exempt from federal tax under Section 501(c)(3) of the IRC of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation will be distributed by the Board of Governors exclusively for charitable or educational purposes or to organizations that are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH:

- a. The Secretary of State for New York is designated as agent of the corporation upon whom process against it may be served.
- b. The office of the corporation will be located in Westchester County.
- c. The address, including the street and number, of its initial registered office is P.O. Box 3020; 235 Elm Road, Briarcliff Manor, NY 10510, and the name of its initial registered agent at such address is the Prentice-Hall Corporation System, Inc. to which process against the corporation may be served.

ELEVENTH: The corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other 501(c)(3) nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action will be calculated to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted will be subject to this reservation.

With regard to amendments to the articles,

- a. The Board of Governors will propose amendments to these Articles upon either
 - i. a vote of two-thirds all members of the Board of Governors; or
 - ii. a written request from two percent (2%) of voting members (as defined in the corporation's Bylaws) with respect to any amendment.
- b. Amendments will be adopted upon a two-thirds plurality of the ballots returned. However, no amendments will be considered adopted unless ten percent (10%) of the voting members of the Academy have voted. Such vote will be taken by mail ballot, under conditions that will insure the secrecy and accuracy of the vote.
- c. Proposals to amend must be submitted to the members at least forty-five (45) days before the closing date of the ballot.

TWELFTH: The number of governors constituting the initial Board of Governors is sixteen (16), but the number of Governors may be increased or decreased in the manner set forth in the Bylaws, provided that the number will not be less than three (3). The names and addresses, including street and number, of the persons who are to serve at the initial Governors are:

NAME

ADDRESS

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

NAME

ADDRESS

David P. Goch

1714 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20006

Date: _____

David P. Goch District of Columbia
ss: Washington, D.C.

I, _____, a Notary Public, hereby certify that on the
_____ day of _____, 1995, personally appeared
before me _____, who signed the foregoing document as
incorporated and declare that the statements contained therein are true.

Notary Public

My commission expires _____.