

# Articles of Incorporation of the Maryland Society of Washington, DC

As Adopted on May 12, 1983, and Revised on June 1, 2006.

## Article One

- 1.1 The name of the corporation is the Maryland State Society of Washington, DC (the "Society").
- 1.2 The period of duration of the Society is perpetual.

## Article Two

- 2.1 The Society is organized for any and all legal purposes, including but not limited to the following:
  - a. To promote and encourage social, educational, charitable, patriotic and civic purposes, and to that end to receive and administer funds, to take and hold by gift, payment, purchase or lease, either absolutely or in trust, any real and/or personal property as may be required by law;
  - b. To sell, convey and dispose of any such real and/or personal property and to invest and reinvest the principal and income therefrom and to deal with and expand such principal and income for any of the above stated purposes, without limitation, except as may be contained in the instrument under which such property is conveyed to the Society or otherwise imposed by law;
  - c. To promote and encourage activities which will serve affectively to enhance and promote the prestige of the State of Maryland, and to stimulate a sense of pride with respect to the State of Maryland among the members of the Society, visitors to Washington, DC, from the State of Maryland and the public in general;
  - d. To represent the State of Maryland as a member of the National Conference of State Societies ("NCSS") and to participate in events sponsored by NCSS and/or groups and organizations having a common interest in the State of Maryland; and,
  - e. To exercise any and all powers and rights provided and granted by the District of Columbia Nonprofit Corporation Act, under which the Society is organized.

## Article Three

- 3.1 The Society shall have four classes of membership, the qualifications and rights of each class being described below:
- 3.2 Individual membership. Individual membership shall be open to any person who wishes to join the Society in an individual capacity. Each individual member shall be entitled to one vote in any authorized election or vote among the members of the Society and admission for themselves to any of the complementary events or at the reduced cost. Membership shall terminate upon the failure of a member to pay the annual dues or upon the death of the member.
- 3.3 Family membership. Family membership shall be open to any person and spouse and dependent children that want to join the Society as a family. Family membership shall be entitled to one vote in any authorized election or vote among the members of the Society and

admission for those listed as family members to any of the complementary events or at the reduced cost. Membership shall terminate upon the failure of a member to pay the annual dues.

- 3.4 Senior membership. Senior membership shall be open to any persons over the age of 60.
- a. Individual senior membership shall be open to any person over the age of 60 who wishes to join the Society in an individual capacity. Each individual member shall be entitled to one vote in any authorized election or vote among the members of the Society and admission for themselves to any of the complementary events or at the reduced cost. Membership shall terminate upon the failure of a member to pay the annual dues or upon the death of the member.
  - b. Couples senior membership shall be open to any person and spouse over the age of 60 that want to join the Society as a senior couple. A couple shall be entitled to one vote in any authorized election or vote among the members of the Society and admission for the member and spouse to complementary events or at the reduced cost. Membership shall terminate upon the failure of a member to pay the annual dues.
- 3.5 Corporate membership. Corporate membership shall be open to any corporation or other business entity, any civic, charitable or governmental organization or group which is organized under the laws of, and/or is doing business in, the State of Maryland, has other direct ties or roots in Maryland, or wishes to become associated with the Society, and upon make of the annual donation to the Society as specified in the Bylaws. Each corporate membership shall include two non-dues-paying, complementary individual memberships to be held by persons who are members of, or designated by, the corporate or organization. Corporate membership shall not entitle the corporation or organization to vote in any authorized election or vote among the members of the Society. The complimentary individual membership shall include all admission rights which attach to the class of membership, as specified in paragraph 3.2 of these Articles of Incorporation.
- Corporate membership shall terminate upon the failure of the corporation or organization to make its annual donation or upon the dissolution of the corporation or organization in whose name the membership is recorded.
- 3.6 Honorary membership. In addition to the above classes of membership, the Board of Directors has the ability to grant honorary membership to prominent Marylanders upon approval of the Society members. Subject to such approval, honorary membership shall be extended to, but not limited to, Members of the Maryland Congressional Delegation, Marylanders on the U.S. Supreme Court, Marylanders holding the offices of the President of the United States, Vice President, or Cabinet Secretary and Marylanders who have held such positions in the past. Honorary members shall not be reported to pay membership dues. Honorary membership shall not entitle the member to vote in any authorized election or vote among the members of the Society. Honorary members may or may not be admitted to events at no cost or a reduced cost, at the determination of the Board of Directors. The duration of each honorary membership shall be determined by the Board of Directors.

- 3.7 In addition to the foregoing, any membership shall terminate upon resignation of the member from the Society, or upon cancellation of the membership by the Board of Directors pursuant to the procedure provided therefore in the Bylaws of the Society.
- 3.8 Each membership is entitled to the level of participation specified in the above classes in activities organized or sponsored by the Society.
- 3.9 No member shall be entitled to vote by proxy in any authorized meeting or election among the members of the Society.
- 3.10 Membership or other interest in the Society may not be assigned.

#### **Article Four**

- 4.1 The affairs of the Society shall be managed by the Board of Directors. The Board of Directors shall be elected or appointed from the members of the Society in the manner and for the terms provided in the Bylaws of the Society. The number of Directors of the Society shall be fixed in the Bylaws, except that under no circumstances shall the number of Directors be less than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
- 4.2 The selection of the Society Cherry Blossom Princess will be managed and selected by the Princess Selection Committee. Members of this committee are Past Maryland Cherry Blossom Princesses (those being a member as of May 1981); the new Yearly princess and one young Lady of the approximate age of the Princesses but ineligible to be a princess (e.g. married, divorced, with child).

#### **Article Five**

- 5.1 The registered website of the Society is: [www.marylandstatesociety.org](http://www.marylandstatesociety.org). The registered Office for NCSS which can be used for the Society is: PO Box 75541 \* Washington, DC 20001.

#### **Article Six**

- 6.1 Upon dissolution of final liquidation of the Society, and after payment of all liabilities and obligations of the Society as required by law, all remaining assets of the Society shall be distributed to one or more charitable organizations operating in the State of Maryland. Such organizations shall be selected by the Board of Directors.