



# The Commonwealth of Massachusetts

Office of the Secretary of State  
State House, Boston, MA 02133 (617) 727-2800

Michael Joseph Connolly, Secretary

## RE: CHAPTER 180 CORPORATIONS

To Whom It May Concern:

Enclosed please find a photocopy of your Articles of Organization. The corporation has a legal existence as of the effective date stated on the last page of your Articles.

Under the provisions of Massachusetts General Law, Chapter 180, section 26A, non-profit corporations must prepare and submit Annual Reports on or before November first of each year (starting with the year after incorporation).

This section shall not apply to a church or a religious organization, a non-profit school or college, a charitable hospital, or a library association whose real or personal property is exempt from taxation.

This memorandum is intended as a reminder to you of your obligation to annually file this report with the Secretary of the Commonwealth.

In addition, you should be aware that Federal Identification Numbers (FIN'S) are used in our computer files as a means of positive identification. As soon as your corporation has been assigned a FIN, please notify the Secretary's office so that your corporate file may be completed. Remember to enter your FIN on all future filings.

Blank Annual Report forms (C.D. 369) may be obtained by calling (617) 727-4176.

Sincerely yours,

Yvonne Ellison  
Clerk, Non-Profit Corporations  
Specialized Section

YE/wpc

Enclosures



3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

See Continuation Sheet 3

- \*4. Other lawful provisions, if any, 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 of its directors or members, or of any class of members, are as follows:-

See Continuation Sheet 4

Article 3 - Members

The initial members of the corporation shall be the following institutions; namely, Western New England College School of Law Library, Union University Albany Law School Library, University of Maine School of Law Library, Vermont Law School Library, Franklin Pierce Law Center Library, University of Bridgeport Law Library, Yale Law Library, University of Connecticut School of Law Library, Boston University Pappas Law Library, New England School of Law Library, Northeastern University Law Library, Social Law Library, Suffolk University Law Library, Boston College Law Library, and Harvard University Law Library. Additional institutions concerned with higher education or research may become members from time to time upon approval by a two-thirds vote of the board of directors of the corporation. Each member is entitled to full rights and privileges of membership as may be determined from time to time by the corporations board of directors, such determination to be conclusive.

(A) Affiliate Members

Libraries or their parent institutions which aid or support the corporation in achieving its objectives may become affiliate members by an affirmative vote of two-thirds of all of the members of the board of directors. Dues and voting rights for affiliate institutions may be established by the board of directors.

Article 4 - Other Lawful Provisions

(A) The New England Law Library Consortium, Inc. was founded in 1983 by the chief librarians of Western New England College School of Law, Union University Albany Law School Library, University of Maine School of Law Library, Vermont Law School Library, Franklin Pierce Law Center Library, University of Bridgeport Law Library, Yale Law Library, University of Connecticut School of Law Library, Boston University Pappas Law Library, Social Law Library, Suffolk University Law Library, Boston College Law Library, Harvard University Law Library, Northeastern University School of Law Library and New England School of Law Library.

The corporation is organized to carry out library activities solely for the purpose of benefiting educational institutions and libraries which are public charities. As used herein, "public charities" shall mean domestic or foreign organizations described in section 501(c)(3) of the Internal Revenue Code of 1954 as amended and which are not "private foundations" as defined in section 509(a)(2) of such code.

The corporation shall have, and may exercise in furtherance of its corporate purposes, all the powers specified in chapter 180, section 6 and chapter 156B, sections 9 and 9A of the General Laws as now in force or hereafter amended, except the powers specifically excluded therefrom by chapter 180 section 6 of the General Laws as now in force or hereafter amended, provided that no such power shall be exercised in a manner inconsistent with chapter 180 or any other chapter of the General Laws as now in force or hereafter amended, and provided further that the corporation shall not have power to operate otherwise than exclusively for the benefit of such educational, scientific or charitable purposes as qualify the corporation for exemption

Continuation Sheet 4

from taxation under section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.

The purposes of this corporation shall be solely educational and charitable, and no part of the net earnings thereof shall inure to the benefit of any officer or director of the corporation, or any private individual. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or intervention in any political campaign. In the event of dissolution, the corporation's property shall be applied to charitable purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

- (B) The Articles of Incorporation may be amended from time to time in the manner required by law, provided that no amendment shall authorize or permit the corporation to operated otherwise than exclusively for such educational, scientific, or charitable purposes as qualify the corporation for exemption from taxation under section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.
- (C) Meetings of the Members may be held anywhere in the United States.
- (D) The Board of Directors shall manage the affairs of the corporation and exercise all of its powers. The directors may, from time to time, to the extent permitted by law, delegate any of their powers to committees, officers, attorneys or agents of the corporation subject to such limitations as the directors may impose.

- (E) The Board of Directors shall make bylaws which contain provisions not inconsistent with law or the Articles of Incorporation for the regulation and management of the affairs of the corporation including, but not restricted to, the voluntary dissolution, limiting, defining or regulating the powers of the corporation or of its directors or members or of any class of members. These bylaws can be amended at any membership meeting by two-thirds vote of the directors present providing that the amendment has been submitted in writing to the membership at least 30 days before the meeting or at a previous membership meeting.

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

THE NEW ENGLAND LAW LIBRARY CONSORTIUM, INC.  
HARVARD LAW SCHOOL, CAMBRIDGE, MA. 02138

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	DONALD J. DUNN	95 HAWTHORN ST. LONGMEADOW, MA. 01106	SAME
Treasurer:	JUDITH NORCROSS	NO. BARNSTEAD RD. BOX 588 CENTER BARNSTEAD, N.H. 03225	SAME
Clerk:	JOAN DUCKETT	11 TAFF ROAD MILTON, MA. 02186	SAME
Directors: (or officers having the powers of directors)			

SEE CONTINUATION SHEET 7b FOR LIST OF DIRECTORS

c. The date initially adopted on which the corporation's fiscal year ends is:

JUNE 30th

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

THE ANNUAL MEETING IS TO BE HELD IN CONJUNCTION WITH THE ANNUAL SPRING

MEETING OF THE LAW LIBRARIES OF NEW ENGLAND (LINE). (MAY 15) OR THIRD

e. The name and business address of the resident agent, if any, of the corporation is: FRIDAY IN MAY

NONE  
IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 31 day of OCTOBER, 1984

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

*Joan Duckett*

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.



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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 9<sup>th</sup> day of November 1984

Effective date

*Michael Joseph Connolly*  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: *Jean Duckett Harvard Law School*  
*Langdell Hall 4<sup>th</sup> Floor*  
*Cambridge, MA 02138*  
Telephone: *475-3176*

Filing Fee \$30.00

Copy Mailed

Continuation Sheet 7b -Directors

Frank S. Bae  
New England School of Law Lib.  
154 Stuart Street  
Boston, Ma 02116

Harry S. Martin III  
Harvard Law School Lib.  
Langdell Hall  
Cambridge, MA. 02138

Edward J. Bander  
Suffolk U. Law Library  
41 Temple St.  
Boston, MA 02114

Judith Norcross  
Franklin Pierce Law Center  
Lib.  
2 White Street  
Concord, NH 03301

Robert Begg  
Union U. Albany Law School Lib.  
80 New Scotland Ave.  
Albany, NY 12208

W. Leslie Peat  
Vermont Law School Library  
South Royalton, VT 05068

Edgar J. Bellefontaine  
Social Law Library  
1200 Court House  
Boston, MA 02108

Dennis Stone  
U. of Conn. School of Law Lib.  
Greater Hartford Campus  
West Hartford, CT 06117

Morris Cohen  
Yale Law Library  
127 Wall St.  
New Haven, CT 06520

Rajinder S. Walia  
Northeastern U. Law Library  
400 Huntington Ave.  
Boston, MA 02115

Donald J. Dunn  
Western New England Col.  
School of Law Library  
1215 Wilbraham Rd.  
Springfield, Ma. 01119

Madeleine J. Wilken  
U. of Bridgeport Law Library  
126 Park Ave.  
Bridgeport, CT 06604

Daniel J. Freehling  
U. of Maine School of Law Lib.  
246 Deering Ave.  
Portland, Maine 04102

Virginia Wise  
Boston U. Pappas Law Library  
765 Commonwealth Ave.  
Boston, Ma 02215

Sharon Hamby  
Boston College Law Library  
885 Centre St.  
Newton Centre, MA 02159