

# Articles of Incorporation of the Missouri Endangered Species Art Association

Drafted this 17<sup>th</sup> of July, 2008

Version	Date	Modified by
1.0	7/17/2008	Initial Draft
1.1	7/31/2008	Adopted by organization

## **Section 1: Name of the Organization**

The name of the organization shall be Missouri Exotic Species Arts Association (MESA), which shall be abbreviated as 'MESA', here within referred to as the 'organization'.

## **Section 2: Duration of the Organization**

This organization shall exist perpetually unless dissolved as provided for in the Charter and Bylaws.

## **Section 3: Business Office of the Organization**

- Item 1. The principal business office of the organization shall be specified in the Bylaws.
- Item 2. The principal business agents of the organization shall be specified in the Bylaws.

## **Section 4: Type of Organization**

The organization shall be organized as a not-for-profit corporation under the laws of the State of Missouri. Federal income tax exemption as a social group shall be obtained under the Internal Revenue Code, Section 501(c)(7), or such future act as may replace it.

## **Section 5: Purpose of the Organization**

The purposes of the organization shall include:

- Item 1. The principal activity of the organization shall be the sponsorship and operations of events for the benefit of all persons interested in exotic animals, exotic animal art and artistic endeavors, handling, and other related fields;
- Item 2. The publication of materials or providing of general information about the above items.
- Item 3. Conduct of fund raising events for charitable activities or organizations;
- Item 4. The acquisition, operation, and subsequent disposal of such property as may assist the above purposes by purchase, lease, rental, charter, or other legal method.
- Item 5. Conduct of any other lawful arrangements for the organization;

## **Section 6: Membership in the Organization**

This organization shall have membership by the following items:

- Item 1. An annual membership fee is paid for by each member;
- Item 2. Each member remains active as specified by the Bylaws; and
- Item 3. The member does not resign their membership as provided for in the Bylaws.

## **Section 7: Officers of the Organization**

There will be four (4) officer positions of President, Vice President, Secretary and Treasurer. The duties

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and responsibilities of each position are indicated in the Bylaws.

Item 1. Only members may hold office in the organization.

Item 2. A member may serve in up to two offices, provided that they are not the President. An officer who holds two officer positions shall be counted as only a single officer for voting and determination of the whole of officers.

### **Section 8: Meetings**

Item 1. Meetings shall be open to all members of the organization.

Item 2. Notification of meetings shall be done in the business forum of the organization, as defined in the bylaws.

Item 3. If the business forum of the organization is unavailable, a reasonable effort using other means shall be made to notify the membership of meetings.

### **Section 9: Bylaws**

The organization shall create such Bylaws as they deem necessary for the operation of the organization.

### **Section 10: Amendments**

Item 1. Until such time as these articles are submitted for the first time to the authorities and institutions necessary by law, these Articles may be amended by a two-thirds majority vote at any general membership meeting. Once the articles are submitted, this item shall be automatically removed.

Item 2. Amendments to this Charter may be proposed on the business forum of the organization. They must be seconded by at least two members.

Item 3. All amendments shall be open for discussion for a period of at least ninety days before being voted upon.

Item 4. All amendments shall be voted on by secret ballot. This ballot shall be open for a period of no less than fourteen days and no more than thirty days.

Item 5. It shall require a two-thirds majority to ratify amendments to the Charter.

Item 6. No amendment shall be effective retroactively.

Item 7. The amended document shall be filed with all authorities and institutions necessary by law, if any.

### **Section 11: Non-Discrimination**

The organization shall not discriminate on the basis of age, sex, sexual orientation, race, color, creed, place of national origin, political affiliation, or religion in any way.

## **Section 12: Not-For-Profit**

Item 1. This corporation is organized as not-for-profit. The proceeds of the organization shall not serve to benefit any officer, member, or employee, excepting legitimate salaries or expenses.

## **Section 13: Prohibited Activities**

Item 1. The organization shall not engage in any activities not permitted to an organization under Section 501(c)(7) of the Internal Revenue Code of 1954, as currently amended, or any such future Code as amends or replaces it.

Item 2. The organization shall take no part in any activities that attempt to influence legislation. Nor shall the organization participate in, or intervene in, any political campaign on the behalf of, or in opposition to, any candidate for public office.

## **Section 14: Dissolution of the Organization**

Item 1. In the event of the dissolution of the organization, after all obligations have been satisfied, all remaining assets shall be liquidated and all funds donated to the Missouri Humane Society, and/or such other qualified charities as the membership of the organization may select. These charities must meet the requirements of IRS Code Section 501(c)(3).