



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512  
Telephone: (617) 727-9640

Special Instructions

**Articles of Organization**  
**(General Laws, Chapter 180)**

**Federal Identification Number:** 000934151

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**ARTICLE I**

The name of the corporation is:

**UNITARIAN UNIVERSALIST MASSACHUSETTS ACTION NETWORK INCORPORATED**

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**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES, INCLUDING IMPROVEMENT IN THE QUALITY AND EFFECTIVENESS OF COMMUNICATION AND COORDINATION AMONG OUR CHURCHES IN REGARD TO THEIR SOCIAL SERVICE AND SOCIAL ACTION WORK IN THE LARGER COMMUNITY.

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**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

A CORPORATION MAY HAVE ONE OR MORE CLASSES OF MEMBERS. IF IT DOES, THE DESIGNATION OF SUCH CLASSES, THE MANNER OF ELECTION OR APPOINTMENTS, THE DURATION OF MEMBERSHIP AND THE QUALIFICATION AND RIGHTS, INCLUDING VOTING RIGHTS, OF THE MEMBERS OF EACH CLASS, MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION OR MAY BE SET FORTH BELOW:

THE BOARD MEMBERS SHALL DETERMINE THE NUMBER OF MEMBERS AND ELECT THOSE MEMBERS. A NOMINATING COMMITTEE CONSISTING OF AT LEAST THREE BOARD MEMBERS WILL IDENTIFY POTENTIAL MEMBERS. THE BOARD WILL CONSIST OF A MINIMUM OF NINE MEMBERS WITH AT LEAST TWO FROM EACH UNITARIAN UNIVERSALIST ASSOCIATION DISTRICT IN MASSACHUSETTS. DULY ELECTED BOARD MEMBERS WILL SERVE A TWO-YEAR TERM.

THE BOARD OF DIRECTORS IS ELECTED AT THE ANNUAL MEETING IN APRIL OR AT A SPECIAL MEETING CALLED IN LIEU OF THE ANNUAL MEETING BY THE CURRENT BOARD MEMBERS. VACANCIES ARE FILLED BY THE BOARD OF DIRECTORS AT ANY TIME THEREAFTER. DIRECTORS SHALL HAVE THE PRINCIPAL RESPONSIBILITY FOR THE OVERSIGHT OF THE UNITARIAN UNIVERSALIST MASSACHUSETTS ACTION NETWORK PROGRAMS AND ACTIVITIES. BOARD MEMBERS SHALL BE ACTIVE MEMBERS OF UUA CONGREGATIONS AND REPRESENT NO LESS THAN THREE UU DISTRICTS IN MASSACHUSETTS. THERE SHALL BE NO LESS THAN 6 DIRECTORS, IN ADDITION TO THE OFFICERS NAMED IN ARTICLE IV. A QUORUM SHALL BE ACHIEVED WHEN FOUR MEMBERS OF THE BOARD ARE PRESENT AT A REGULARLY SCHEDULED MEETING. BUSINESS OF THE BOARD SHALL BE CONDUCTED BY CONSENSUS WHENEVER POSSIBLE; IN THE ABSENCE OF CONSENSUS ON A PARTICULAR ISSUE, BUSINESS MAY BE TRANSACTED BY A VOTE OF TWO-THIRDS OF THOSE PRESENT IN PERSON, ON A PHONE CONFERENCE OR BY EMAIL.

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#### ARTICLE IV

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: *(If there are no provisions state "NONE")*

**\*\*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:**

THE CORPORATION SHALL HAVE THE FOLLOWING POWERS IN FURTHERANCE OF ITS CORPORATE PURPOSES:

A. THE CORPORATION MAY ELECT OR APPOINT DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS, FIX THEIR COMPENSATION AND DEFINE THEIR DUTIES AND OBLIGATIONS.

B. THE CORPORATION MAY PURCHASE, RECEIVE OR TAKE BY GRANT, GIFT, DEVISE, BEQUEST, OR OTHERWISE, LEASE OR OTHERWISE ACQUIRE, OR, HOLD IMPROVE EMPLOY, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED, IN AN UNLIMITED AMOUNT.

C. THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.

D. THE CORPORATION MAY SELL, CONVEY, LEASE, EXCHANGE, TRANSFER OR OTHERWISE DISPOSE OF, OR MORTGAGE, PLEDGE, ENCUMBER OR CREATE A SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED.

E. THE CORPORATION MY PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN HOLD, VOTE, EMPLOY, SELL, LEND, LEASE, EXCHANGE, TRANSFER, OR OTHERWISE DISPOSE OF MORTGAGE, PLEDGE, USE AND OTHERWISE DEAL IN AND WITH BONDS AND OTHER OBLIGATIONS, SHARES OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL, OR OTHER ACTIVITIES.

F. THE CORPORATION MAY MAKE CONTRACTS, GIVE GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MY DETERMINE, ISSUE IT NOTES, BONDS AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED.

G. THE CORPORATION MAY LEND MONEY, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.

H. THE CORPORATION MAY DO BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY MASSACHUSETTS GENERAL LAWS, CHAPTER 180, IN ANY JURISDICTION WITHIN OR WITHOUT THE UNITED STATES, ALTHOUGH THE CORPORATION SHALL NOT BE OPERATED FOR THE PRIMARY PURPOSE OF CARRYING ON FOR PROFIT A TRADE OR BUSINESS UNRELATED TOO ITS TAX EXEMPT PURPOSES.

I. THE CORPORATION MAY PAY PENSIONS, ESTABLISH AND CARRY OUT PENSION, SAVINGS, THRIFT AND OTHER RETIREMENT AND BENEFITS, PLANS, TRUSTS AND PROVISIONS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS AND EMPLOYEES.

J. THE CORPORATION MAY MAKE DONATIONS IN SUCH AMOUNTS AS THE MEMBER OR DIRECTORS SHALL DETERMINE, IRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE OR FOR

COMMUNITY FUND, CHARITABLE, RELIGIOUS, EDUCATIONAL, CIVIC, OR SIMILAR PURPOSES, PROVIDED THAT, AS LONG AS THE CORPORATION IS ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE, IT SHALL MAKE NO CONTRIBUTIONS FOR OTHER THAN RELIGIOUS, CHARITABLE, LITERARY OR EDUCATIONAL PURPOSES.

K. THE CORPORATION MAY BE A PARTNER WITH ONE OR MORE OTHER ORGANIZATIONS DESCRIBED IN SECTION 501 © (3) OF THE CODE IN ANY ENTERPRISE WHICH CARRIES OUT THE PURPOSES ON WHICH THE CORPORATION'S TAX-EXEMPT STATUS IS BASED.

L. THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BY-LAWS REQUIRE ACTION BY MEMBERS.

M. MEETINGS OF THE MEMBERS MAY BE HELD ANYWHERE IN THE UNITED STATES.

N. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OR THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE IS NOT AFFECTED THEREBY, INDEMNIFY EACH OF ITS DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS (INCLUDING PERSONS WHO SERVE AT ITS REQUEST AS DIRECTORS, OFFICERS, EMPLOYEES OR OTHER AGENTS OF ANOTHER ORGANIZATION IN WHICH IT HAS AN INTEREST) AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTION OF JUDGMENTS, IN COMPROMISE OR FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY HER/HIM IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH SHE/HE MAY BE INVOLVED OR WITH WHICH SHE/HE MAY BE THREATENED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF HER/HIS BEING OR HAVING BEEN SUCH A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT, EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH SHE/HE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HER /HIS ACTIONS WAS IN THE BEST INTERESTS OF THE CORPORATION: PROVIDED, HOWEVER, THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT, PURSUANT TO A CONSENT DECREE OR OTHERWISE, NO INDEMNIFICATION EITHER FOR SAID PAYMENT OR FOR ANY OTHER EXPENSES SHALL BE PROVIDED UNLESS SUCH COMPROMISE SHALL BE APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT IT INVOLVES SUCH INDEMNIFICATION: (A) BY A DISINTERESTED MAJORITY OF THE DIRECTORS THEN IN OFFICE: OR (B) BY A MAJORITY OF THE DISINTERESTED DIRECTORS THEN IN OFFICE, PROVIDED THAT THERE HAS BEEN OBTAINED AN OPINION IN WRITING OF INDEPENDENT LEGAL COUNSEL TO THE EFFECT THAT SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT APPEARS TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS/HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION OR (C) BY A MAJORITY OF THE DISINTERESTED MEMBERS ENTITLED TO VOTE, VOTING AS A SINGLE CLASS. EXPENSES INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING, MAY BE PAID FROM TIME TO TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF AN UNDERTAKING BY SUCH AN INDIVIDUAL TO REPAY THE AMOUNTS SO PAID TO THE CORPORATION IF SHE/HE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180, SECTION 6. THE RIGHT OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT MAY BE ENTITLED. NOTHING CONTAINED HEREIN SHALL AFFECT ANY RIGHTS, TO INDEMNIFICATION TO WHICH CORPORATE PERSONNEL MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW. AS USED IN THIS PARAGRAPH, THE TERMS "DIRECTORS", "OFFICERS", "EMPLOYEES" AND "AGENTS" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS, AND AN "INTERESTED" DIRECTOR OR MEMBER IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDING IN QUESTION OR ANOTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

O. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT

THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR THE SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON UNDER (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

P. UPON LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFORE, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISPOSED OF TO ONE OR MORE ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 50A © (3) OF THE INTERNAL REVENUE CODE

Q. THE CORPORATION SHALL HAVE AND MAY EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS FORMED; PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH MASSACHUSETTS GENERAL LAWS, CHAPTER 180 OR ANY OTHER CHAPTER OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS; AND PROVIDED, FURTHER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITY OR EXERCISE ANY POWER WHICH WOULD DEPRIVE IT OF ANY EXEMPTION FROM FEDERAL INCOME TAX WHICH THE CORPORATION MAY RECEIVE UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE.

THE OFFICERS OF UNITARIAN UNIVERSALIST MASSACHUSETTS ACTION NETWORK SHALL BE APPOINTED ANNUALLY BY THE BOARD FROM AMONG ITS MEMBERS AND WILL SERVE FOR ONE YEAR. THE OFFICERS SHALL INCLUDE: PRESIDENT, TREASURER, AND CLERK

THE PRESIDENT SHALL CHAIR THE MEETINGS OF THE BOARD AND SHALL APPOINT A CHAIR TO SERVE IN HER/HIS ABSENCE.

THE TREASURER SHALL BE RESPONSIBLE FOR ALL RECEIPTS AND DISBURSEMENTS AND SHALL KEEP ADEQUATE RECORDS OF ALL FINANCIAL TRANSACTIONS.

THE CLERK SHALL ATTEST TO ALL OFFICIAL ACTS AND INSTRUMENTS OF THE UNITARIAN UNIVERSALIST MASSACHUSETTS ACTION NETWORK AND SHALL PERFORM ALL OTHER DUTIES AS DELEGATED BY THE BOARD.

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**Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.**

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**ARTICLE V**

The 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 on the following page, have been duly elected.

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**ARTICLE VI**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**Later Effective Date:**

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**ARTICLE VII**

The information contained in Article VII is not a permanent part of the Articles of Organization

**a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:**

**No. and Street:** 45 RYDERS LANE

**City or Town:** MARION

**State:** MA

**Zip:** 02738

**Country:** USA

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**b. The name, residential address and post office address of each director and officer is as follows:**  
(A president, treasurer, clerk, and at least one director are required.)

**Title:** PRESIDENT **Expiration of Term:** 2008

**First Name:** LYNN **Middle Name:** **Last Name:** HOLBEIN

**Residential Address:** 227 ISLINGTON RD.

**City:** NEWTON **State:** MA **Zip:** 02466

**Country:** USA

**Post Office Address:** 227 ISLINGTON RD.

**City:** NEWTON **State:** MA **Zip:** 02466

**Country:** USA

**Title:** TREASURER **Expiration of Term:** 2008

**First Name:** NANCY **Middle Name:** **Last Name:** BANKS

**Residential Address:** 76 WILLOW STREET

**City:** ACTON **State:** MA **Zip:** 01720

**Country:** USA

**Post Office Address:** 76 WILLOW STREET

**City:** ACTON **State:** MA **Zip:** 01720

**Country:** USA

**Title:** CLERK **Expiration of Term:** 2008

**First Name:** ADRIENNE **Middle Name:** **Last Name:** WILLIAMS

**Residential Address:** 45 RYDER'S LANE

**City:** MARION **State:** MA **Zip:** 02738

**Country:** USA

**Post Office Address:** 45 RYDER'S LANE

**City:** MARION **State:** MA **Zip:** 02738

**Country:** USA

**Title:** DIRECTOR **Expiration of Term:** 2008

**First Name:** REBEKAH **Middle Name:** **Last Name:** RICHARDSON

**Residential Address:** 59 WINTER STREET

**City:** NAHANT **State:** MA **Zip:** 01908

**Country:** USA

**Post Office Address:** 59 WINTER STREET

**City:** NAHANT **State:** MA **Zip:** 01908

**Country:** USA

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c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: June

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d. The name and business address of the resident agent, if any, of the corporation is:

Name: ADRIENNE WILLIAMS

No. and Street: 45 RYDER'S LANE

City or Town: MARION

State: MA

Zip: 02738

Country: USA

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I/We, the below signed incorporator(s), 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 officers have not been similarly convicted. If so convicted, explain:

LYNN HOLBEIN,227 ISLINGTON RD., NEWTON, MA 02466 USA

ADRIENNE WILLIAMS,45 RYDER'S LANE, MARION, MA 02738 USA

NANCY BANKS,76 WILLOW STREET, ACTON, MA 01720 USA

REBEKAH RICHARDSON,59 WINTER STREET, NAHANT, MA 01908 USA

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 1 Day of November, 2006**

*(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.)*

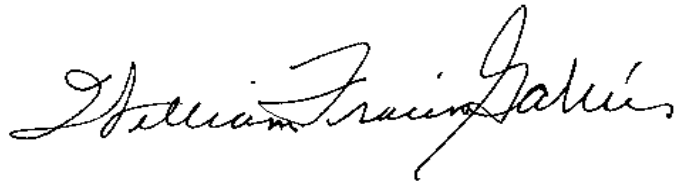
LYNN HOLBEIN,227 ISLINGTON RD., NEWTON, MA 02466 USA

ADRIENNE WILLIAMS,45 RYDER'S LANE, M

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THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*