



*Enhancing access to government information
Ensuring transparency of government operations
Promoting civic engagement*

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Articles of Incorporation

To: Department of Consumer & Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division

941 North Capitol Street, N.E.

Washington, DC20002

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 3 as amended):

ARTICLE I NAME

The name of the corporation is D.C. Open Government Coalition (hereinafter the “Corporation”).

ARTICLE II DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III PURPOSES

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (hereinafter referred to as the “Code”), and shall engage exclusively in such activities as to enable it to qualify for exemption from federal income tax under Section 501(c) (3) of the Code. More specifically, such purposes include, but are not limited to, the following:

A. to form a broad-based coalition dedicated to the promotion of public access to government information and transparency of government operations; and

B. to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes, and (iv) enter into contracts with public and private bodies.

ARTICLE IV MEMBERS

The Corporation shall have one class of members under such conditions and with such rights as are provided in the Bylaws, except that members, as such, shall not be entitled to vote on any matter.

ARTICLE V DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the Directors by law, these Articles of Incorporation, or the Bylaws.

The manner of election or appointment of the Board of Directors shall be as provided in the Bylaws of the

Corporation. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than three (3) Directors.

ARTICLE VI
BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws shall be adopted by the Board of Directors hereinafter named. The power to amend or repeal the Bylaws shall be provided for in the Bylaws.

ARTICLE VII
LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, as the same exists or may hereafter be amended.

ARTICLE IX
LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, and notwithstanding any other provision of these Articles:

A. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Section 501(c) (3);

B. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively for the promotion of the common business interests of its members within the meaning of Code Section 501(c) (3); and

C. pursuant to the prohibition contained in Code Section 501(c) (3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its members, Directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

ARTICLE X DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

A. pay or make provision for the payment of all of the Corporation's liabilities;

B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

C. distribute any remaining assets and property of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Code as the Board shall determine.

ARTICLE XI DEFINITIONS

As used in these Articles, the term "Internal Revenue Code" means the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office is 3901 Argyle Terrace, NW, Washington, D.C. 20011, and the name of its initial registered agent at such address is ThomasM.Susman.

ARTICLE XIII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). The initial Directors shall serve until the first annual meeting of the Board of Directors or until their successors are elected and qualified. The names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
ThomasM.Susman	3901 Argyle Terrace, NW Washington, DC 20011
Bruce S.Manheim, Jr. <i>700 12th St. NW, Suite 900</i>	Ropes & Gray, LLP Washington, DC 20005
MargaretS.Moore <i>700 12th St. NW, Suite 900</i>	Ropes & Gray, LLP Washington, DC 20005

ARTICLE XIV
INCORPORATORS

The names and addresses of the three (3) incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
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ThomasM.Susman	3901 Argyle Terrace, NW Washington, DC 20011
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BruceS.Manheim, Jr.	Ropes & Gray LLP
<i>700 12th Street, N.W., Suite 900</i>	
	Washington, DC 20005

MargaretS.Moore	Ropes & Gray LLP
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