

ARTICLES OF INCORPORATION
of the
ENVIRONMENTAL PEACEBUILDING ASSOCIATION

Adopted by the Board of Directors February 21, 2018, Revised December 14, 2018

The Environmental Peacebuilding Association is incorporated as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Corporation Act of 2010”), Title 29, Ch. 4.

ARTICLE I. NAME

The name of the Association shall be the Environmental Peacebuilding Association, hereinafter called “the Association.”

ARTICLE II. LAWS OF INCORPORATION

The Association is incorporated under Title 29, Chapter 4 of the D.C. Code.

ARTICLE III. PURPOSES AND OBJECTIVES

The purposes for which the Association is organized are as follows:

A. The Association is a nongovernmental, nonpolitical, nonprofit corporation and is organized, and shall be operated, exclusively for charitable, educational, and scientific purposes related to promoting such common interests of its members within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

B. The principal objective of the Association is to provide a multidisciplinary forum to address issues related to environment, conflict, and peace. The Association seeks to identify promising research avenues and best policy practices, promote rigorous basic and applied research, foster knowledge and data exchange through diverse platforms, build capacity and awareness, add value to practice, and otherwise contribute to the advancement of environmental peacebuilding. The Association will foster interactions among scholars, practitioners, decision makers, and others across disciplines, genders, geographical locations, and stages of professional development.

C. The Association may engage in any other lawful purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, and regulations thereunder.

D. The Association shall have the capacity and authority, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes and objectives for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

ARTICLE IV. MEMBERS

A. The Association shall have members and be member-governed.

B. The Bylaws of the Association, as adopted and amended by the Board of Directors in accordance with Article VI, shall set forth the qualifications for becoming a member of the Association. Members shall have the right to vote as set forth in the Bylaws of the Association.

C. The annual membership dues of the Association shall be fixed by the Board of Directors. Unless otherwise stipulated, payment of annual dues is a requirement for continuance of membership.

ARTICLE V. BOARD OF DIRECTORS

The number, term, and selection of the Board of Directors shall be provided for in the Bylaws of the Association, but the number of directors shall not be less than three (3).

ARTICLE VI. BYLAWS

A. The internal affairs of the Association shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Association in accordance with the Bylaws. The initial Bylaws shall be adopted by the Board of Directors, and the power to amend or repeal the Bylaws shall be provided for in the Bylaws. The Bylaws shall be subject to the following:

B. The Association shall not directly or indirectly engage in any activity:

1. That will prevent the Association from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(6) of the Internal Revenue Code and regulations thereunder; or

2. That is prohibited by an organization for which contributions to are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations thereunder.

C. No part of the net earnings (i.e., assets, income, or profits) of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association 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.

D. No substantial part of the activities of the Association shall attempt to influence legislation, and the Association shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. At no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

F. In furtherance of the foregoing, and subject to the limitations otherwise set forth in these Articles of Incorporation, the Association shall have all the powers conferred by the laws of the District of Columbia, including all powers necessary to effect any or all of the purposes in Article III, and shall have additional powers that may be conferred by the D.C. Nonprofit Act to an organization organized and operated exclusively for educational, scientific, and charitable purposes related to the benefit of its members, as such terms are defined under Section 501(c)(6) of the Internal Revenue Code and the regulations thereunder, including, but not limited to, the authority to:

1. Accept donations of money or property, whether real or personal, or any interest therein, wherever situated;
2. Maintain control and discretion over the use of funds received by the Association;
3. Monitor the use of funds made available by the Association to assure that the funds are used in conformity with the intended purposes; and
4. Enter into contracts with public and private entities.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION

The Association reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a two-thirds vote of the members who cast a vote. Additional procedures may be provided for in the Bylaws. The Association further reserves the right to merge with any other nonprofit corporation. Any such actions shall be undertaken exclusively to carry out the purposes for which the Association is formed

and shall be carried out in a manner consistent with the requirements of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE VIII. DISSOLUTION

A. The period of existence of the Association shall be perpetual, unless merged with another organization of similar goals and objectives, or dissolved by the procedure set forth in the Bylaws.

B. In the event of the dissolution of the Association, all Association assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, to another nonprofit, nongovernmental organization as determined by the Board of Directors.

ARTICLE IX. LIABILITY

A. Except as required by law, the incorporators, directors, and officers of the Association shall not be liable for any debt, liability, or obligation of the Association. All persons or other entities extending credit to, contracting with, or having a claim against the Association may only look to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or for any money that may otherwise become due or payable to them from the Association.

B. The Association shall indemnify any director or former director or officer of the Association as provided in the Bylaws.

C. In no case, however, shall the Association indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code.

ARTICLE X. REGISTERED OFFICE AND AGENT

The name of the Association's initial registered agent is Carl Bruch and the registered agent's address is 2840 Newlands Street NW, Washington, DC 20015.

ARTICLE XI. INCORPORATOR

IN WITNESS WHEREOF, the incorporators have signed these Articles of Incorporation as of this ____ day of _____, 20__.

Name of Incorporator

Signature of Incorporator

Address