



## ASCMC Articles of Incorporation

*These articles of incorporation supersede all other governing instruments of the Associated Students of Claremont McKenna College, including the Constitution of the Corporation*

ARTICLES OF INCORPORATION  
ASSOCIATED STUDENTS OF  
CLAREMONT MEN'S COLLEGE, INC. \*

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE DO HEREBY CERTIFY:

- I. The name of this Corporation is Associated Students of Claremont Men's College, Inc.
- II. This Corporation is a private nonprofit Corporation organized under the General Nonprofit Corporations Law of the State of California.
- III. The purposes for which this Corporation is formed are:
  - (1) The specific and primary purpose of this Constitution is to sponsor, promote and conduct essential activities closely related to but not normally included as a part of the regular instructional program of Claremont Men's College pursuant to the Education Code of the State of California and subject to the regulations of the State of California and the Board of Trustees of Claremont Men's College.
  - (2) In order to carry out and achieve the foregoing purpose, the Corporation may:
    - (a) Act as trustee under any trust created to furnish funds for any of the purposes for which this Corporation is formed and receive, hold, and administer, lend and expend funds and property to such trust.
    - (b) Make contracts

---

\* Amended to "Associated Students of Claremont McKenna College, Incorporated" in 1983.

- (c) Solicit, collect, receive acquire, use, develop, expend, grant, hold, invest and lend money and property, both real and personal received by gift, contribution, bequest, devise or otherwise.
- (d) Sell and convert property, both real and personal, into cash
- (e) Use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed.
- (f) Purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber and deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association, and while the owner thereof, exercise rights, power and privileges or ownership;
- (g) Purchase or otherwise acquire, hold, own, use, develop, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or hypothecate or encumber real and personal property;
- (h) Borrow money, incur indebtedness, and secure the repayment of the same my mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
- (i) Act as principle, agent, joint venture, partner or in other capacities;
- (j) Carry into effect any one or more of the objects and purposes hereinabove set forth and to that end to any one or more of the acts and things aforesaid, and otherwise any and all acts or things necessary where incidental thereto; and
- (k) In conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objects or purposes, to exercise any and all of the powers hereinabove set forth in this Article and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise, provided, however, that this Corporation shall not have the power to, and shall not, carry on propaganda, or to

participate in, or intervene in (including the publishing or distributing of any statement), any political campaign on behalf of any candidate for public office.

- (3) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.
  - (4) This Corporation shall not make personal loans of non-scholarship nature.
  - (5) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
  - (6) Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the charitable and educational purposes set forth in the paragraph 1 of this Article III.
  - (7) The properties of this Corporation shall be held in trust for the purposes above set forth, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of creditors of this Corporation.
- IV. This Corporation shall be operated as an integral part of the educational program of Claremont Men's College as required by the Claremont Men's College Board of Trustees and the laws of the State of California.
- V. The principle office for the transaction of business of this Corporation is located in the County of Los Angeles, State of California.
- VI. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this Corporation are irrevocable dedicated to the charitable and educational purposes set forth in Article III, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any private shareholder or individual except that this provision shall not be



construed so as to prevent the payment to directors, officers or employees of reasonable compensation for services actually rendered to this Corporation.

VII. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors are:

Thomas Leppert, President	Story House, Claremont Men's College
William Woods, Vice Pres.	Story House, Claremont Men's College
Dan McLoon, Bus. Mgr.	Story House, Claremont Men's College
Barry Goldner, Sec.	Story House, Claremont Men's College
Nat Lord, Vice Chairman, Judiciary	Story House, Claremont Men's College
James Inglis II, Dorm Affairs –Council Chmn.	Story House, Claremont Men's College
Tekle Markos Mulegeta, R.A. Rep.	Story House, Claremont Men's College

and the address of all above parties are in Claremont, California.

VIII. The authorized number, designations and qualifications of the directors of this Corporation shall be set forth in the Bylaws of this Corporation.

IX. The authorized number, designations and qualifications of the officers of the Board of Directors of this Corporation shall be as set forth in the Bylaws of this Corporation.

X. The authorized number and qualifications of members of this Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liability to dues and assessments, and their liability to dues and assessments, and the method of collection of dues and assessments and the termination or transfer of membership shall be set forth in the Bylaws of this Corporation.

XI. All the property, assets, profits and net income of this Corporation are irrevocably dedicated to the educational and nonprofit purposes, will be held by the Corporation, and not individually owned. No part of the profits or net



income of this Corporation shall ever inure to the benefit of any private individual, director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this Corporation, all of its material and financial assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be assigned or distributed to one or more nonprofit Corporations organized and operated for the benefit of the Claremont Men's College, or the students and faculty at that College, such Corporation or Corporations to be selected by the Board of Directors. Such nonprofit Corporation or Corporations must be qualified for federal income tax exemption under section 501(a) and 501(c) (3) of the United States Internal Revenue Code of 1954 and under Section 2301(d) of the California revenue and Taxation Code and be organized and operated exclusively for charitable, scientific, literary, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to Claremont Men's College.

If upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition thereof by the Attorney General or by any person concerned in the liquidation. In no even shall any assets be distributed to any member, director, or officer of this Corporation.

XII. The Articles of Incorporation of this Corporation may be amended by resolution of the Board of Directors and the vote of either three-fourths (3/4) of a quorum of the general members at a meeting called for that purpose, by the vote or written consent of members holding not less than a majority of the voting power of the corporation only, or by a Bylaw duly adopted by the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members duly called pursuant to the Bylaws and not otherwise. Any action required or permitted to be taken by the Board of Directors under any provision of law, these Articles of incorporation,

or the Bylaws of this corporation may be taken without a meeting, provided that all members of the Board, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

- XIII. If this Corporation holds any event(s) to which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportion share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501(c) (3) of the Internal Revenue Code on an annual basis.
- XIV. Notwithstanding any other provisions in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:
- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.
  - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.
  - (3) The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954.
  - (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.
- XV. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954
- XVI. The President of the College or his designated representative may be a member of the Board of Directors of this Corporation in order to insure that this



Corporation operates in conformity with the Trustee and College policy as required by the Board of Trustees of Claremont Men's College.

XVII. The name of the unincorporated association which is being incorporated is:

Associated Students of Claremont Men's College.

XVIII. IN WITNESS WHEREOF, the undersigned, being the President, Vice President, Business Manager, Secretary, Vice Chairman – Judiciary, Dorm Affairs – Council Chairman, R.A. Rep., the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation:

Thomas Leppert

William Woods

Dan McLoon

Barry Goldner

Nat Lord

James Ingles II

Tekle Markos Mulegeta