

THE ANTARCTICAN SOCIETY

Letter of Transmittal

By request of the Board of Directors, the proposed Articles of Incorporation and new By-laws are hereby transmitted to the members for their consideration at a special meeting to be held for that purpose at the National Academy of Sciences in Washington, D.C., at 8 p.m. on 25 May 1965.

The purpose of these documents is to give the Society a more permanent organizational structure and to provide for future development. The structure is substantially that which has evolved from 5 years experience, except that it will now receive a legal foundation which it did not previously possess. Development is provided for in two ways. First, the Society will be empowered to hold property and to receive funds. Second, the Articles and By-laws grant the Society the authority to do those things which may be useful to its basic mission of stimulating and maintaining interest in the Antarctic. They provide not only for the continuance of such present functions as lectures, film showings, discussions, and social gatherings, but also for such activities as publishing journals, books, and monographs, maintaining museums, subsidizing research, and others. While it is not expected that the Society will undertake these latter activities in the near future, the authority will be there when it becomes possible to do so.

In drafting the Articles of Incorporation and the By-laws, the Board of Directors obtained legal advice. The articles of both documents were therefore drawn so as to satisfy the statutes and regulations of the District of Columbia and the Internal Revenue Code. When approved, they will permit the Society to obtain tax and fiscal advantages, mailing privileges, and other benefits accruing to non-profit corporations.

The By-laws have been made as simple and flexible as is compatible with the needs of the Society and the requirements of the law.

Henry M. Dater, Chairman
Ad Hoc Committee on Revision of the By-laws

ARTICLES OF INCORPORATION

of

THE ANTARCTICAN SOCIETY

WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a nonprofit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of the Society is THE ANTARCTICAN SOCIETY.

SECOND: The period of duration of said Society is perpetual.

THIRD: The purposes for which the Society is organized are:

- (a) To unite in a common organization persons interested in Antarctica.
- (b) To facilitate the friendly and informal exchange of information and views on Antarctica.
- (c) To encourage interest in and to interpret effectively the increasing importance of Antarctica.
- (d) To collect, prepare, compile, select, distribute and disseminate data and information of all kinds which may be useful in furthering the purposes of the Society,
- (e) To print, publish, distribute, circulate or sell books, pamphlets, periodicals, papers, and magazines in connection with the activities of the Society.
- (f) To sponsor, organize or conduct public discussion groups, forums, panels, lectures, or other similar programs with respect to Antarctica,
- (g) To create, establish, construct and maintain a non profit public library,
- (h) To establish, create, construct and maintain one or more nonprofit public museums and Antarctic information centers,

- (i) To organize, establish, create and maintain advisory facilities for persons planning expeditions to Antarctica.
- (j) To receive and maintain funds, property and services and apply them or the income thereof to the above stated purposes; and to carry on, encourage and aid research, informational, and cooperative activities in furtherance of the above stated purposes, by persons or organizations but especially among members of this Society.
- (k) To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount.
- (l) To do everything and anything reasonably necessary, suitable, proper, convenient, or incidental to the aforesaid purposes or which properly in ay be done by a membership society organized for such purposes under the laws of the District of Columbia, and to possess all proper powers, rights and privileges permitted to such a membership society by such laws.

FOURTH: This Society is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable, educational and benevolent purposes of the Society.

FIFTH: The Society shall have members. Any person interested in Antarctica shall be eligible for membership. Membership in the Society shall not be restricted because of race, color, religion or creed. Membership in the Society may be evidenced by issuance of a membership certificate to each member.

SIXTH: The Society is to be divided into two (2) classes of members. The number of members in each class is unlimited. Each member may vote, hold office, and participate in all proceedings of the Society, The description of each class of members is:

(a) Honorary Members. The Board of Directors may select for honorary membership in the Society individuals who have distinguished themselves by their contributions to the understanding of Antarctica. Said members possess all of the privileges of regular members, but shall be exempt from the payment of dues.

(b) Regular Members. All persons interested in Antarctica shall be eligible for membership in the Society. All members of good standing may vote, hold office, and participate in all of the activities of the Society.

- SEVENTH: Provision for the number, election or appointment of the members of the Board of Directors shall be provided for in the BY-LAWS of the Society.
- EIGHTH: In the event the dissolution or final liquidation of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- NINTH: Provisions for the regulation of the internal affairs of the Society shall be set forth in the BY-LAWS. Such provisions, however, shall not be inconsistent with the laws of the District of Columbia, or with these ARTICLES.
- TENTH: No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Society 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 THIRD hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a society exempt from Federal income tax under section 501(c){3} of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section I70(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ELEVENTH: The address, including street number of the said Society's initial registered office is 3815 Alton Place., N.W., Washington, D. C., and the name of the Society's Initial registered agent at such address is Dr. Henry Murray Dater.

TWELFTH: The number of Directors constituting the initial Board of Directors is twelve and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting or until their successors be elected and qualified are:

Kenneth I. Bertrand	Department of Geography Catholic University of America Washington, D. C.
Harry K. Bourne	United Kingdom Scientific Mission British Embassy Washington,D.C.
Dr. Meredith F. Burrill, Director	Office of Geography Department of the Interior Washington, D, C.
William H. Chapman	c/o Chief Topographic Engineer U. S. Geological Survey Washington 25, D, C.

Dr. A. P. Crary, Chief Scientist	Office of Antarctic Programs National Science Foundation Washington, D. C.
Louis Deroche	2957 Tilden Street, N. W. Washington, D. C.
Leonard H. Dykes	3630 N. Peary Street Arlington 7, Virginia
Robert W. Mason	Office of The Secretary The Smithsonian Institute Washington, D. C.
Ronald K. McGregor, Commander, USN	Office of the Chief of Naval Operations Navy Department Washington, D. C.
Dr. William J. L. Sladen	The John Hopkins University School of Hygiene and Public Health 615 North Wolfe Street Baltimore 5, Maryland
Rear Admiral James R. Reedy	Commander, Carrier Division Seven Fleet Post Office San Francisco, California
Harry W. Wells	National Academy of Sciences 2101 Constitution Avenue, N.W. Washington 25, D. C.

THIRTEENTH: The names and addresses, including street and number, of each incorporator is:

Louis Deroche	2957 Tilden Street, N.W. Washington, D.C.
Dr. A. P. Crary, Chief Scientist	Office of Antarctic Programs National Science Foundation Washington, D. C.

