

**CERTIFICATE OF INCORPORATION
OF
SYSTEM DYNAMICS SOCIETY, INC.**

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, a natural person over the age of eighteen (18) years, for the purpose of forming a corporation pursuant to the Not-For-Profit Corporation Law of the State of New York (hereinafter referred to as the "NPCL"), hereby certifies as follows:

FIRST: The name of the corporation is System Dynamics Society, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the NPCL.

THIRD: The Corporation is a charitable corporation as that term is defined in the N-PCL.

FOURTH: The Corporation is a professional society promoting system dynamics through conventions, publications, journals and other activities. The objectives of the Corporation shall be:

- (i) to promote the development of the field of system dynamics and the free interchange of information about systems as they are found in all fields of endeavor;
- (ii) to promote the design of structures and policies to improve the behavior of such systems;
- (iii) to promote the dissemination of information on such topics to the general public; and
- (iv) to encourage and develop educational programs in the behavior of systems.

FIFTH: The purpose or purposes for which the Corporation is formed are as follows:

- (i) to conduct meetings;
- (ii) to publish journals, books and other materials;
- (iii) to cooperate with other organizations interested in the advancement of the practice of system dynamics;
- (iv) to stimulate research;

- (v) to promote high professional standards;
- (vi) to promote the growth of system dynamics and to improve its practice throughout the world; and
- (vii) in general, to carry on activities in connection with any of the forgoing purposes.

SIXTH:

The powers of the Corporation are as follows:

- (i) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, where ever, situated, in an unlimited amount;
- (ii) to solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;
- (iii) to sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of by gift on any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;
- (iv) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;
- (v) to make contracts, give guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issues its notes, bonds and other obligations with or to any person, firm, association, corporation, municipality, county, state, or any other entity, 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;
- (vi) to 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;
- (vii) to be an incorporator of other corporations of any type or kind;
- (viii) to be a partner in any business enterprise which it would have power to conduct itself; and
- (iv) to exercise any or all powers necessary or convenient to effect any or all of the purposes for which the Corporation is

formed.

SEVENTH: There shall be one class of voting members and as many classes of non-voting members as set out in the Corporation's Bylaws. Any person who subscribes to the objectives of the Corporation and who pays the prescribed dues, shall be a voting member. All other members shall be non-voting members and shall have no right to vote on any matter.

EIGHTH: The office of the Corporation is to be located in the County of Albany, State of New York.

NINTH: The objectives, purposes and powers of the Corporation, as stated herein, shall be carried out by its Board of Directors (also referred to in the Corporation's Bylaws as the Policy Council) The names and addresses of the initial members of the Policy Council:

- **Martin Schaffernicht (President)** Universidad de Talca - Facultad de Economía y Negocios, Avenida Lircay s/n Talca 3460000 Chile
- **Birgit Kopainsky (President-Elect)** Friesenbergstrasse 80, Zürich CH-8055 Switzerland
- **Ignacio Martinez-Moyano (Past President)** 9700 S Cass Ave Bldg, 221, Argonne, IL 60439 United States
- **J. Bradley Morrison (Secretary)** 19 Fox Run Rd, Bedford, MA 1730 United States
- **Eliot Rich (Treasurer)** 7 Clarendon Road, Albany NY 12203 United States
- **John Anshah** 8 College Road, Singapore 169857 Singapore
- **Stefano Armenia** co Emilia Secone Viale, Guglielmo Marconi 19, Roma 00185 Italy
- **Robert Eberlein** 31 Old Etna Rd #7n, Lebanon, NH 03766 United States
- **Sharon Els** One Charles Park, Suite 100, Cambridge, MA 01942 United States
- **Warren Farr** 95 Greentree Road, Moreland Hills, OH 44022 United States
- **Diana Fisher** 7405 SW Cresmoor Dr., Beaverton, OR 97008 United States

- **Shayne Gary** UNSW Business School, School of Management, Level 5 East Wing, Sydney NSW 2052 Australia
- **Nancy Hayden** 512 Abeyta Street, Santa Fe, NM 87505 United States
- **Jack Homer** 72 Station Hill Rd, Barrytown, NY 12507 United States
- **Elke Husemann** Henley Business School - BISA Whiteknights, Reading RG6 6UD United Kingdom
- **Florian Kapmeier** Schweglerweg 1, Stuttgart 70193 Germany
- **Leonard Malczynski** 3836 Simms SE, Albuquerque, NM 87108-4336 United States
- **Hilde Martinussen** Morviklien 21, Morvik 5124 Norway
- **Sara Metcalf** 105 Wilkeson Quad, University at Buffalo, Geography Dept., Buffalo, NY 14261 United States
- **Josephine Musango** School of Public Leadership Stellenbosch University, Stellenbosch 7600 South Africa
- **Asmeret Naugle** 34 Covey Ct., Tijeras, NM 87059 United States
- **Krystyna Stave** 4505 S Maryland Pkwy, Box 454030, Las Vegas, NV 89154-9900 United States
- **Lees Stuntz** 27 Central St., Acton, MA 01720-3522 United States
- **Nuno Videira** DCEA, Faculdade de Ciências e Tecnologia, Campus de Caparica, Caparica 2829-516 Portugal
- **Raafat Zaini** 821 Charlestown Meadows Dr., Westborough, MA 01581 United States

TENTH:

The Secretary of State is designated as agent of the Corporation upon which process against it may be served. The address within or without the State of New York to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is:

System Dynamics Society, Inc.
 230 Washington Avenue Extension, Suite 101
 Albany, New York 12203

ELEVENTH:

The Corporation does not require approval or consent of any organization or governmental agency pursuant to Section 404 of the NPCL.

TWELFTH:

No officer or director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or director: (i) for any breach of the officer or director's duty of loyalty to the Corporation; or (ii) for acts or omissions not in good faith or which involve intentional misconduct; or (iii) for a knowing violation of law or for any transaction from which such officer or director personally gained in fact a financial profit or other advantage to which such officer or director was not legally entitled; or (iv) for any act by such director or officer that violates Section 719 of the New York Not-for-Profit Corporation Law. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to the date of such amendment or repeal.

THIRTEENTH:

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, incorporator, employee, member or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, incorporator, employee, member or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) may, in the discretion of the Board of Directors, be indemnified by the Corporation to the full extent then permitted by law against expenses (including attorneys' fees), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan) and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding. Such indemnification may apply whether or not the claim asserted is based on matters which antedate the adoption of this paragraph and may continue as to a person who has ceased to be a director, officer, incorporator, employee, member or agent and may inure to the benefit of the heirs and personal representatives of such person. The provisions for indemnification provided by this paragraph shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the bylaws, by any agreement, by vote of directors, by resolution of disinterested directors, by provision or law or otherwise.

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: Where the members of the Policy Council are required or permitted to take any action by vote, unanimous written consent shall not be necessary. Rather, such action may be taken without a meeting on written consent signed by the members of the Policy Council having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members of the Policy Council entitled to vote thereon were present and voted.

SIXTEENTH: The Corporation shall not have any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (or continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is organized exclusively for charitable purposes including for such purposes as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SEVENTEENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, 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 Fourth 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

EIGHTEENTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction located in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Incorporation on the ____ day of ____, 2019.

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Filed by: John R. Vero, Esq.
Delaney Vero, PLLC
2 Fenway Court
Albany, New York 12211

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