

**ARTICLES OF ORGANIZATION UNDER CHAPTER 180 FOR THE OPEN MUSIC INITIATIVE, INC.**

**Article I: Name of the corporation**

Open Music Initiative, Inc.

**Article II: Purposes**

*The purpose of the corporation is to engage in the following activities:*

(1) The corporation is formed to promote the common business interest of individuals and organizations connected with the music industry by associating, as members under a consortium, in order to:

- Coordinate, foster and advance the creation of user-friendly, open source protocols, software, applications and implementations on current and future industry standards and platforms, such as those of DDEX (the Digital Data Exchange), that lead to seamless musical rights owner identification, interoperable metadata tracking and greater efficiencies in the music supply chain for the purpose of facilitating accurate compensation to music creators and rights holders;
- Educate creators about intellectual property rights and how to most efficiently and accurately utilize and implement existing and future standards and platforms, such as those of DDEX and the MLC (Mechanical Licensing Collective), within the music supply chain; and
- Coordinate and advance innovation and interoperability across the media industry ecosystem in order to foster the development of new applications and opportunities for music usage.

(2) The corporation will facilitate cross-industry, procompetitive collaboration and education by maintaining a diverse membership that reflects the interests of entities across the music industry value chain, such as music creators, entrepreneurs, academic institutions, music and media organizations, technologists, licensees, streaming platforms, and policy leaders.

(3) The corporation is formed as a business league, within the meaning of section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), and pursuant to the laws of The Commonwealth of Massachusetts. All references to the Code contained herein are deemed to include corresponding provisions of any successor law or regulation.

(4) The corporation may engage in any other activities that may be lawfully carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws and which is exempt from taxation under section 501(c)(6) of the Code.

### **Article III: Members**

*A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:*

The right, powers and other provisions relating to the membership of the corporation shall be set forth in the bylaws of the corporation.

### **Article IV: Other lawful provisions**

*Other lawful provisions for conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, and for limiting, defining, or regulating the powers of the corporation and of its directors and members (if any) or any class of members.*

- 4.1. The corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended, and may carry on any operation or activity referred to in Article II to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(6) of the Code.
- 4.2. The directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the Bylaws requires action by the members.
- 4.3. Meetings of the members may be held anywhere in the United States.
- 4.4. No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5. (a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its members or directors, or officers, or who serves at its request as a member, director, trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 4.5 a “Person”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 4.5.

(b) Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the directors then in office; (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

(c) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.5. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(d) The right of indemnification hereby provided shall not be exclusive. Nothing contain in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(e) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a member, director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section 4.5.

(f) As used in this Section 4.5, the term “Person” includes such Person’s respective heirs, executors and administrators, and a “disinterested” member, director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

(g) If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining part shall not be affected.

4.6. (a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this corporation, or any concern in which any such director, officer or member has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a “transaction”) of this corporation, and (1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and (2) no such director, officer, member or concern shall be liable to account to this corporation for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified either (i) by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed, or (ii) by vote of a majority of each class of members of the corporation entitled to vote for directors, at any meeting of members the notice of which, or an accompanying statement, summarizes the nature of such transaction and such interest. An interested director or member of this corporation may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized.

(b) For purposes of this Section 4.6, the term “interest” shall include personal interest and also interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; and the term “concern” shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(c) No transaction shall be voided by reason of any provisions of this Section 4.6 which would be valid but for such provisions.

- 4.7. No part of the assets or net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation or any individual, 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 II. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(6) of the Code.
- 4.8. Notwithstanding any other provision of these Articles of Organization, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income tax under Section 501(c)(6) of the Code. All powers of the corporation shall be exercised only in such manner as will assure the operation of the corporation exclusively for said purposes, it being the intention that this corporation shall be exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- 4.9. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws, to one or more organizations as shall qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Code as the member may determine.
- 4.10. The corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, sexual orientation, handicap or otherwise.
- 4.11. The corporation shall not engage in lobbying activities unless approved by at least two-thirds of the Board of Directors of the corporation.

**Article V: Bylaws** To be adopted by action of incorporator.

**Article VI: Effective date** At the time of filing with the Secretary of State.

**Article VII: Address; officers and directors, fiscal year, resident agent**

Address of the corporation:

[\_\_\_\_\_]

Directors of the corporation:

[\_\_\_\_\_]

Officers of the corporation:

Executive Director/President: [\_\_\_\_\_]

Treasurer: [\_\_\_\_\_]

Clerk: [\_\_\_\_\_]

Corporation fiscal year: Ends May 31<sup>st</sup>

Resident agent: Not applicable