

Appendix A: Articles of Incorporation of the Alabama Library Association, Inc.

For the purpose of forming a non-profit corporation under the Alabama Non-Profit Corporation Act, the undersigned natural persons, over the age of twenty-one (21) years, have associated themselves together, have agreed upon and do hereby adopt these Articles of Incorporation, and, upon the signing, verifying and filing for record of these Articles of Incorporation in Jefferson County, Alabama, shall constitute a non-profit corporation under the name set forth in Article I hereof.

ARTICLE I. NAME

The name of the corporation shall be The Alabama Library Association, Inc. The corporation is hereinafter referred to as the "Association."

ARTICLE II. DURATION

The duration of the Association shall be perpetual.

ARTICLE III. PURPOSES

The purposes for which the Association is formed are:

- A. To promote the welfare of libraries of all types and the professional interests of librarians in the State of Alabama;
- B. To encourage better use of libraries and promote and encourage literary activities in the State of Alabama;
- C. To receive, use and hold, in trust or otherwise, contributions, gifts and other property to be used in carrying out the Association's purposes;
- D. To do and carry on any other activities which are necessary or desirable in connection with or related to any or all of the foregoing purposes;
- E. To do, perform and carry on any and all other purposes which are permitted to non-profit corporations by the Alabama Non-Profit Corporation Act;
- F. Provided, however, that the Association shall have no purpose and shall exercise no power which would prevent it from qualifying as an organization described in Section 501(c) of the Internal Revenue Code of 1954 (the "Code") as exempt from taxation under Section 501(a), so long as said Internal Revenue Code shall contain such provisions. No part of the net earnings of the Association shall inure to the benefit of any member or other individual. In the event of dissolution of the Association, its then net assets will be turned over to one or more organizations exempt from taxation under said sections of the Code for use in the furtherance of their exempt purpose or purposes or to the federal, Alabama state, or one or more Alabama local governments for exclusively public purposes.

- G. The purposes specified in each of the subsections of Section 3.1 shall be nowise limited to reference to or inference from the terms of any other subsection, each subsection being regarded as creating independent purpose.

ARTICLE IV. POWERS

The Association shall have all of the general powers expressly granted to non-profit corporations under the provisions of the Alabama Non-Profit Corporation Act and all other powers necessary or useful in order to enable the Association to carry out its purposes as set forth in Article III hereof.

ARTICLE V. MEMBERS

Section 1. Shareholders

The Association shall have no shareholders.

Section 2. Member Classes

The Association shall have members who may be all of one class or divided into several classes, and who, except as hereinafter provided, shall consist of all those eligible natural persons, corporations, associations and other institutions and organizations who have been elected to membership, have paid current dues, and are otherwise in good standing, all as provided herein and in the Bylaws. The designation of such class or classes of members and the qualifications, privileges and rights of the members of each class shall be as set forth herein and in the Bylaws. Until such time as Bylaws shall have been adopted and members elected in accordance therewith, the Association shall be deemed to have one class of members consisting of the individuals hereinafter named as incorporators.

Section 3. Membership

Any natural person, corporation, association, institution or other organization interested in the furtherance of the purposes for which this Association is formed shall, as may be limited or further provided in the Bylaws, be eligible for election to membership in the Association.

Section 4. Member Representative

Any corporation, association, institution or other organization which, pursuant to the Bylaws, is elected to membership in the Association shall designate one or more natural persons to represent such corporation, association, institution or other organization in the Association, and such designated natural person or persons shall, in such representative capacity, be entitled to all privileges of individual membership, except the right to vote, all as may be more fully provided in the Bylaws.

Section 5. Honorary Members

The Association may designate natural persons, corporations, association, institutions and other organizations as Honorary Members of the Association, under such procedures, for such term and with such rights and privileges as the Bylaws may provide or authorize.

Section 6. Election of Officers

The officers of the Association shall be elected during the time of or reasonable contemporaneously with the Association's annual convention as provided in the Bylaws and in accordance with these Articles of Incorporation and the Bylaws. Each member eligible to vote shall have for such purpose a single vote. The members shall have such other rights, privileges, powers and functions, if any, as may be given them from time to time by these Articles of Incorporation and the Bylaws.

Section 7. Annual Convention

The Bylaws shall provide for an annual convention of the Association, including an annual business meeting, and shall provide for the calling of special meetings of the Association. At any such convention or meeting, each member present and eligible to vote shall have a single vote on any question or motion properly before the convention or meeting.

Section 8. Presiding Officers

The President of the Association shall ex officio be chair of any meeting or convention of the Association, and, in his absence, the first Vice President/President-Elect of the Association, and in his absence the second vice President of the Association; shall act as such chair. The secretary of the Association and, in his absence, the senior assistant secretary present, if any, or an acting secretary appointed in accordance with the Bylaws, shall act as secretary of each such meeting and shall see that proper minutes thereof are kept. The Bylaws or a resolution duly adopted at any duly called meeting of the Association at which a quorum is present may make further rules, not inconsistent herewith, for the conduct of meetings of the Association.

Section 9. Quorum

Ten percent (10%) of the then members of the Association entitled to vote shall constitute a quorum for the transaction of business at any duly called meeting of the Association. A meeting may be recessed or adjourned when a quorum is not present.

Section 10. Actions Without Meeting

Any action required to be or which may be taken at a meeting of the Association may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the then members of the Association eligible to vote. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article, document or certificate.

Section 11. Decisions of Executive Council

Between meetings of the Association, the Executive Council may, if and as authorized in the Bylaws, submit any matter or resolution, which could properly be brought before the Association for a vote at a duly called meeting, to a vote of the membership of the Association by mail ballot. A simple majority of the entire then membership of the Association to vote shall be required to decide or carry any such matter or resolution and any decision so taken or resolution so adopted shall have the same force and effect as a decision taken or resolution adopted by majority vote of the members of the Association

then entitled to vote at a duly called meeting or convention, at which a quorum is present, and may be so stated in any article, document or certificate.

ARTICLE VI. DIVISIONS AND ROUND TABLES

Section 1. Bylaws

The Bylaws may provide for the establishment of one or more divisions of the Association, each such division, if any, to consist of one or more classes of members of the Association, all as may be further provided or authorized in the Bylaws.

Section 2. Constitution and Bylaws

Each division of the Association, if any, may adopt its own Constitution and Bylaws, not inconsistent herewith, provided that no such Constitution and Bylaws, nor any amendment or modification thereto, shall be valid or of any force and effect until and unless approved by the Executive Council of the Association at which a quorum is present.

Section 3. Election of a Chair

Each division of the Association, if any, shall elect a chair and a chair-elect and such other officers, if any, as its Constitution and Bylaws may provide for. Each division of the Association, if any, may be represented on the Executive Council of the Association as herein and in the Bylaws provided.

Section 4. Establishment of Round Tables

The Bylaws may provide for the establishment of one or more round tables of the Association, each such roundtable, if any, to consist of such members of the Association as the Bylaws shall provide or authorize.

Section 5. Round Table Charter

Each round table of the Association, if any, may adopt its own Charter, not inconsistent herewith, provided that no such Charter, nor any amendment or modification thereto, shall be valid or of any force and effect unless and until approved by the Executive Council of the Association or by resolution adopted at a duly called meeting of the Association at which a quorum is present.

Section 6. Election of Moderator

Each round table of the Association, if any, shall elect a moderator and a moderator-elect and such other officers, if any, as its charter may provide for. Each round table of the Association, if any, may be represented on the Executive Council as herein and in the Bylaws provided.

Section 7. Relationship to Association

Each division, if any, and each roundtable, if any, of the Association shall be deemed a subdivision and a creature of the Association. Anything herein and in the Bylaws to the contrary notwithstanding, any such division and round table shall exist at the pleasure of the Association and may be dissolved by resolution of the Executive Council of the Association and as otherwise provided in the Bylaws. Any resolution or other action taken

by any such division or round table of the Association may be prohibited, repealed, modified or amended at any time by the Executive Council of the Association or by the Association in their sole discretion.

ARTICLE VII. EXECUTIVE COUNCIL

Section 1. Purpose of Council

The business and affairs of the Association are entrusted to and are to be managed by an Executive Council, which Executive Council, in addition to the powers expressly granted and to the limitations expressly imposed herein, shall have all of the powers, subject to all of the limitations, granted to a non-profit corporation's Board of Directors by the Alabama Non-Profit Corporation Act.

Section 2. Incorporators

The voting members of the first Executive Council, which shall hold office until the adjournment of the first annual convention of the Association following the date of incorporation and thereafter until their successors shall have been elected or otherwise selected and shall have qualified, shall be the individuals hereinafter named as Incorporators.

Section 3. Voting Members

The voting members of the Executive Council shall consist of the President, immediate Past President, Vice President/President-Elect, Treasurer, and Secretary of the Association; and the chair of each division of the Association, if any, or in his or her absence, the chair-elect or other representative of the chair of such division.

Section 4. Nonvoting Member Duties

The nonvoting member of the Executive Council shall be the Association Administrator.

Section 5. Term of Office

The members of each Executive Council subsequent to the first Executive Council shall serve for one-year terms beginning at the adjournment of the Association's annual convention and thereafter until their successors shall have been elected or otherwise selected and qualified. To be eligible for membership on the Executive Council, a person must be an individual member in good standing of the Association and must meet the requirements of these Articles of Incorporation and of the Bylaws for the office which gives such member a seat on the Executive Council and must, in any event, be over the age of 18 years, a resident of the State of Alabama, and of good character and reputation.

Section 6. Council Chair

The President of the Association shall ex officio be chair of the Executive Council, and, in his or her absence, the vice President/President-Elect of the Association, and in his or her absence, the of the Association, shall act as such chair. The secretary of the Association, and, in his or her absence, the senior assistant secretary present, if any, or an acting secretary appointed in accordance with the Bylaws, shall act as secretary of the Executive Council and shall see that proper minutes of all meetings thereof are kept. The Bylaws, or

the Executive Council by resolution, may make further rules, not inconsistent herewith, for the conduct of meetings of the Executive Council.

Section 7. Exclusion of Voting Member

No voting member of the Executive Council shall be expelled or excluded there from except by removal from the office which gives such member a seat on the Executive Council, provided, however, that the Executive Council may, at any time, with or without cause, expel or exclude any non-voting member by majority vote of all the voting members of the Executive Council.

Section 8. Quorum

A majority of the then voting members of the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Executive Council, but less than a majority of such members may adjourn a meeting from time to time without further notice.

Section 9. Consent of Action

Any action required being or which might be taken at a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the voting members thereof then in office. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article, document or certificate.

Section 10. Amendment of Action

Anything herein to the contrary notwithstanding, any decision of the Executive Council, or of any Committee thereof, may be amended or repealed by majority vote of the members of the Association at a duly called meeting at which a quorum is present; by majority vote of all the members of the Association entitled to vote in a mail ballot as herein and in the Bylaws provided; or by unanimous written consent of all the members of the Association entitled to vote as herein provided.

Section 11. Filling of Vacancies

All other matters pertaining to the election or other selection of members of the Executive Council, including, without limitation, the filling of vacancies, may be provided for in and, in such event, shall be governed by the Bylaws.

Section 12. Establishment of Procedure

The Bylaws and, to the extent not inconsistent herewith and therewith, the Executive Council, by resolution, may establish or provide for parliamentary and other procedural rules for the proper conduct of meetings of the Executive Council and of any committee thereof or of the Association.

ARTICLE VIII. COMMITTEES OF THE EXECUTIVE COUNCIL AND OF THE ASSOCIATION

Section 1. Creation of Committees

If the Bylaws so provide, the Executive Council, by resolution adopted by a majority of all the voting members thereof then in office, may designate one or more committees of the

Executive Council, each of which shall consist of two or more members of the Executive Council, which committees, to the extent provided in such resolution or in the Bylaws, shall have and exercise the authority of the Executive Council in the management of the Association; but the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Council, or any individual member thereof, of any responsibility imposed upon it, him or her by law or by these Articles of Incorporation.

Section 2. Committee Functions

The committees of the Association shall be the Membership Committee and such other standing and special committees as the Bylaws may establish or provide for the establishment of. Such committees of the Association shall not have or exercise any authority of the Executive Council but shall exercise such functions, with such authority, not inconsistent herewith or with applicable law, as the Bylaws shall provide.

ARTICLE IX. OFFICERS

Section 1. Election

The officers of the Association other than the initial officers shall be elected annually, each for a term of one year, or until their successors shall have been elected and qualified, by the members of the Association at the annual convention of the Association, all as further provided in the Bylaws. The initial officers of the Association shall be those persons elected by the 1975 annual convention of the Alabama Library Association, an unincorporated association, the predecessor of the Association, to serve as the initial officers of the Association. The officers shall consist of a President, a vice President/President-Elect, a secretary, a treasurer, and such other officers and assistant officers as may be provided for in the Bylaws. The same person shall not concurrently hold more than one of the offices herein specifically established, but, if the Bylaws so provide, any officer may also be designated by such additional titles, as the Executive Council may deem appropriate.

Section 2. Removal

The Bylaws may provide for the removal, with or without cause, of officers prior to the expiration of their term and for the filling of any vacancy, which may develop in any of the offices herein and in the Bylaws provided for.

Section 3. Duties

The duties of each officer shall be such as are ordinarily implied by their respective titles, as amplified, limited or otherwise modified herein and in the Bylaws.

ARTICLE X. REGISTERED OFFICE AND AGENT

Section 1. Association's Office Address

The address of the registered office of the Association and the name of its registered agent at such address is as follows:

**Alabama Library Association
6030 Monticello Drive
Montgomery, AL 36117**

ARTICLE XI. DISOLUTION

The Association may be dissolved as provided for in the Alabama Non-Profit Corporation Act. Upon dissolution, the assets of the Association shall be applied and distributed as provided by law and any assets which are not needed to discharge liabilities or obligations shall be turned over to one or more organizations qualifying as organizations described in Section 501(c) of the Code as exempt from taxation under Section 501(a), so long as the Code shall contain such provisions, for use in the furtherance of their exempt purposes, or to the federal, Alabama state or one or more Alabama local governments for exclusively public purposes.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended by action of the members of the Association as herein provided for, upon submission by the Executive Council, in accordance with the Bylaws and the Alabama Non-Profit Corporation Act. The Association and the Executive Council shall accept no votes by proxy.

ARTICLE XIII. BYLAWS

Section 1. Amendment

The Executive Council shall adopt the initial Bylaws of the Association and the Executive Council or the Association may from time to time amend or revoke same or any part thereof, all as may be further provided in the Bylaws.

Section 2. Function

The Bylaws, to the extent not inconsistent herewith, shall govern all aspects of Association activities.

ARTICLE XIV. NAME AND ADDRESS OF INCORPORATORS

The names and addresses of each incorporator, whose names are subscribed below, are the following: Luther E. Lee, Box 6184, Montgomery, Ala. 36106; George Ray Stewart, 2020 7th Ave. N., Birmingham, Ala. 35203; Larry D. Black, 11 Fels Ave., Fairhope, Ala. 36532; Ester R. Propst, Box 2604, University, Ala. 35486; Paul H. Spence, 614 Warwick Rd., Birmingham, Ala. 35209; Bessie D. Sasser, 559 26th St., Tuscaloosa, Ala. 35401; Orville T. Chambers, 5701 Carriage Hills Dr., Montgomery, Ala. 36111; Myra M. Provo,

1031 Flowers, Auburn, Ala. 36830; Mrs. John Vowvalidis, 100 Deer Path Rd., Ozark, Ala. 36360; and Mary Sue McGarity, 1416 Sutherland Place, Birmingham, Ala. 35209¹

¹ Signatures of incorporators and notary seal are affixed to original document.
