3-24-1998

SEAALL Articles of Incorporation and Bylaws Revision Timeline, March 24, 1998

SEAALL

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MEMORANDUM

TO: Hazel Johnson and Paula Tijeda

FROM: Connie Matzen

DATE: March 24, 1998

RE: SEAALL Articles and Bylaws-Timeline of Amendments

Attached is a Timeline of amendments to the Articles and Bylaws, prepared by Joyce Janto when she chaired the Articles and Bylaws Committee as Immediate Past-President. I have added the amendment voted on this February.

I thought that you both should have a copy to keep with your archive version of the Articles and Bylaws.

Hazel, perhaps a line should be added to the Secretary's Procedure Manual re maintaining this Timeline, and sending updated copies to Paula to keep in the Archives. I have left Diana notes about doing this, but the procedure should probably also be in the Secretary's Handbook.
Timeline SEAALL Articles & Bylaws

1954  SEAALL is formally constituted from the North Carolina Association of Law Libraries

1966  Constitution is amended to include West Virginia in the geographic boundaries of SEAALL

1982-83?  Bylaws are amended to provide for a one year term for the president

1984  At the business meeting of July 2, the bylaws are amended to provide for Associate Membership for those residing outside the Southeastern region

1986  At the business meeting of April ?, the bylaws are amended in three areas: 1. To establish that if dues are not received within 3 months of the due date, newsletter subscriptions will be suspended. 2. To separate the offices of secretary and treasurer, and to give each office a two year term, 3. To establish a mail ballot for amendments to the constitution and bylaws.

1988  At the business meeting of June 27, the constitution was amended to include the Constitution & Bylaws Committee and the Newsletter Committee among the standing committees.

1989  On April 7, 1989 SEAALL became incorporated.

1990  At the spring business meeting (date?) the by-laws were amended to provide for student members.

1990  At the business meeting of July ?, the bylaws were amended to stagger the terms of the secretary and treasurer. Article XIV, the anti-discrimination provision, was added.

1991  At the business meeting of July 22, the following amendments were made: 1. All references to the constitution were replaced with the word articles. 2. Clarity was provided as to who could hold office. 3. Provision was made to notify the membership of amendments to the articles and bylaws through publication in the newsletter. 4. The ability of part-time workers to be members was clarified. 5. The right to vote was extended to all members.

1992  At the business meeting of July 20, captions were added to article and by-law sections to make labeling of the sections uniform. Two substantive additions were made: 1. The provision that the president of SEAALL had to also be a member in good standing of AALL. 2. All changes in the articles and by-laws must be forwarded to the chair of the AALL Constitution & Bylaws Committee.

1995  At the July business meeting two amendments were made: 1. The bylaws were amended to change the dates of the election of officers so that the officers would be installed at the SEAALL Annual Meeting. 2. The articles were amended to include the District of Columbia in the SEAALL geographic region.

1998  In a mail ballot in February 1998, Article IV was amended to include the U.S. Virgin Islands in the SEAALL geographic region.
Articles of Incorporation
of the Southeastern Chapter of
The American Association of Law Libraries, Inc.

As Amended Through February, 1998

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

Article I: Name

The name of this organization shall be Southeastern Chapter of the American Association of Law Libraries, Inc.

Article II: Purpose

The purposes for which the Corporation is organized are exclusively educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

   a. Promote law librarianship;
   b. Develop and increase the usefulness of law libraries, particularly those in the Southeastern area of the United States; and
   c. The exercise of all powers conferred on a corporation organized under the Florida Not-for-Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

Article III: Term

This corporation shall commence corporate existence upon the filing of these articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

Article IV: Members

Membership of the corporation shall be open to any persons or institutions residing in the Southeastern region of the United States interested in law libraries and desiring to promote the goals of the corporation.

Any person, company or institution with an interest in supporting the activities of the corporation located or residing outside the Southeastern region may become an associate member.

The Southeastern region includes Puerto Rico, the U.S. Virgin Islands, the District of Columbia and the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North
Carolina, South Carolina, Tennessee, Virginia and West Virginia and such other states as may be added.

Members shall be admitted to the corporation upon application to the Board of Trustees in the manner prescribed in the Bylaws. All individuals named as officers or trustees of the corporation shall be entitled to become members in the manner provided in the Bylaws.

This corporation is organized upon a nonstock basis and shall not issue shares of stock.

Article V: Subscribers

The name and residence of the subscriber of the corporation is as follows

Paula Tejeda  
St. Thomas University Law Library  
16400 N.W. 32nd Avenue  
Miami, FL 33054

Article VI: Officers

Section 1. Officers.

The officers of the corporation shall consist of a President, Vice-President - President Elect, Secretary, and Treasurer. The vice-president/president elect shall serve as vice-president and shall automatically become the president after one year and shall so serve during the second year following his or her election. The secretary and treasurer shall each serve for two years. The officers shall serve without compensation.

The officers shall perform the duties pertaining to their respective offices. In the event that the president resigns prior to the completion of a regular term, or is otherwise unable to perform the duties of the office in the judgment of the Executive committee, the vice-president/president elect shall automatically assume the presidency and shall serve therein until his original presidential term would have expired, or for no more than two years, whichever is shorter. A special election would be held for the office of vice-president/president elect upon the assumption of the office of president for the remainder of the unexpired term.

In the event that the office of vice-president/president elect becomes vacant for any other reason than specified herein, a special election will be held to fill that office for the remainder of the unexpired term.

If the office of either secretary or treasurer becomes vacant for any reason, the president will be empowered to appoint a successor to fill out that office for the remainder of the unexpired term.

The special elections could be held by mail or at the next Chapter meeting, at the discretion of the Executive Committee.

No officer shall hold more than one office in this Chapter at one time, nor shall the president hold office for more than two consecutive terms.
All officers shall be installed at the conclusion of the Chapter meeting following their election or appointment and serve until their successors are elected or appointed, and qualified.

**Article VII: Board of Trustees**

Section 1.
The officers shall together act as the Board of Trustees and the immediate past president shall serve on the Board of Trustees. The Board of Trustees shall be the Executive Committee of this corporation and shall have general supervision, management and control of the business, affairs and activities of the corporation, subject, however, to other articles of these Articles of incorporation and the bylaws and in accordance with the policies agreed upon by its members. The initial Board of Trustees shall be comprised of five(5) members who shall serve until the first election thereof. The Board of Trustees, however, shall never be less than three members.

Section 2.
The names and addresses of the members of the initial Board of Trustees shall be as follows:

Mary Smith Forman  
President  
Akerman, Senterfitt & Eidson  
P.O. Box 231  
255 South Orange Avenue  
Orlando, Florida 32801-0231

J. Wesley Cochran  
Vice-President/President-Elect  
Law Librarian and Assistant Professor of Law  
University of Mississippi  
School of Law Library  
University, Mississippi 38577

Elizabeth Kem  
Secretary  
Acquisitions/Serials Librarian  
Law Library of Louisiana  
100 Supreme Court Building  
Civic Center  
New Orleans, Louisiana 70112

Diana Osbaldiston  
Treasurer  
Catalog Librarian  
University of South Carolina  
Law Library  
Columbia, South Carolina 29208

Hazel Johnson
Immediate Past President
Law Librarian
Long, Aldridge & Norman
1900 Rhodes-Haverty Building
134 Peachtree Street
Atlanta, Georgia 30043

Article VIII: Committees

There shall be the following standing committees:

(1) Program  
(2) Membership  
(3) Nominating  
(4) Placement  
(5) Scholarship  
(6) Articles and Bylaws  
(7) Newsletter and Public Relations  
(8) Education and Publications  
(9) Government Relations  
(10) Service to SEAALL

The president shall appoint all members of the standing committees. Special committees may be created as necessary. The president shall appoint all members of the special committees.

Article IX: Registered Office and registered agent

The street address of the initial registered office of this corporation is 255 South Orange Avenue, 10th Floor, Firstate Tower, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Mary Smith Forman.

Article X: Use of Assets

Section 1.
The assets and income derived from the assets of this corporation shall be used solely for educational and scientific purposes. Any disbursements shall be at the approval and direction of the Board of Trustees and the members in accordance with the bylaws. No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to, its members, trustees, officers 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 II hereof.

Section 2.
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 any candidate for public office.
Section 3.
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 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 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4.
It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

Article XI: Bylaws
The bylaws of this corporation may be adopted, repealed, amended or suspended by a two-thirds (2/3) vote of the members voting in a ballot conducted by mail in manner provided in the bylaws or at a meeting of the Chapter by a two-thirds (2/3) vote of the members voting in the ballot as provided in the bylaws.

Article XII: Amendment of Charter
Amendments to the charter may be proposed by the Executive Committee or by a petition signed by ten percent (10%) of the members. Proposed amendments shall become effective after they have been submitted to all members and when approved by two thirds (2/3) of those voting in a ballot conducted by mail in the manner provided in the bylaws or at a meeting of the Chapter by a two-thirds (2/3) vote of members voting in the ballot.

Article XIII: Dissolution
Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and scientific purposes as shall at the time qualify as an exempt organization for 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 members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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.

Article XIV: Anti-Discrimination
Membership in the Chapter or participation in any activity of the Chapter shall not be denied to any individual, or abridged, on the account of race, color, religion, sex, national origin, or sexual orientation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set my hand and seal this ____ day of ______, 1989, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

(SEAL) Mary Smith Forman
Bylaws
of the Southeastern Chapter of
the American Association of Law Libraries

As Amended through April 18, 1997

Article I: MEMBERSHIP

Section 1. Membership Categories

a. Individual Members

Any person officially connected with a law library, or with a separately
maintained law section in any library and currently or within the last seven years,
employed at least 30% of full time may become an active individual member
upon determination of eligibility by the Membership Committee and payment of
annual dues. The Membership Committee's ruling may be appealed to the
Executive Committee.

b. Student Members

Any person officially enrolled at least half-time in a degree program
related to law librarianship shall become a student member upon payment of
annual dues provided that membership in this category is limited to 5
consecutive years. The Executive Committee is empowered to adopt
procedures for verifying student status.

c. Institutional Members

Any law library may become an institutional member upon payment of
annual dues. The Executive Committee is empowered to determine whether the
institution applying for membership is a law library. Such persons on the staff of
an institutional member as are designated by the librarian and for whom the
institutional member has paid its annual dues in accordance with bylaws Section
2,(b)2 shall be entitled to individual membership in the Chapter without the
payment of additional dues.

d. Associate Members

Persons, companies and institutions not connected with law libraries,
residing in or outside of the Southeastern region, or connected with law libraries
but residing outside the region may be selected to associate membership by the
Executive Committee and shall pay annual dues.

c. Life Members

The Chapter may at any regular meeting by a vote of two thirds of those
present elect to life membership those who have been members of the Chapter
for at least 10 years, but who have retires from active full-time library work, and
any life member of A.A.L.L. who resides in the Southeastern Chapter area.
f. Honorary Members

The Chapter may at any regular meeting by a vote of two thirds of those present elect non-members as honorary members.

Section 2. Attributes of Membership

a. Rights and Privileges

1. All members have the right to vote.

2. The right to hold office shall be restricted to active members in the following membership categories: individual, institutional and life.

3. The right to receive the Chapter newsletter and the Chapter Membership Directory shall be shared by all members.

b. Dues

1. The annual dues for individual membership and associate members shall be $20.00. The annual dues for student memberships shall be $10.00. Life members and honorary members shall not be assessed dues.

2. The institutional membership dues shall be at the rate of $20.00 per designated member, and no library shall be required to pay annual dues in excess of $200.00.

3. All dues, individual, associate, and institutional shall be paid no later than three months after the due date appearing on the dues notice. The treasurer shall suspend the membership of any person who has not paid within the time allotted. A suspended membership shall be restored upon payment of dues for the current year.

4. The fiscal year of the Southeastern Chapter of the American Association of Law Libraries shall be April 1 - March 31.

ARTICLE II. MEETINGS

Section 1. Annual

An annual meeting of the Chapter shall be held at such time and place as the Executive Committee shall determine. A Chapter meeting shall be held at AALL National Conventions, when the Convention schedule permits, for the purpose of discussing future programs and projects and submitting progress reports on Chapter activities. The Executive Committee shall be charged with the duty of scheduling and making arrangements for such meetings; and attendance at these meetings shall not be confined to the Executive Committee, but extended to the entire membership.

Section 2. Other
The president shall call other meetings of the Chapter as deemed necessary or when requested to do so by the Executive Committee. The president shall provide reasonable notice of such meetings to each member of the Chapter.

Section 3. Presiding Officer

In the event of the absence of the president and vice-president -- president elect from any Chapter meeting, one of the members shall be elected to preside.

Section 4. Quorum

A majority of members attending a meeting shall constitute a quorum.

Section 5. Rules of Procedure

Meetings of the Chapter and Executive Committee shall be conducted in accordance with Sturgis' Standard Code of Parliamentary Procedure except as otherwise specified by the Chapter Articles or Bylaws.

ARTICLE III. NOMINATIONS AND ELECTIONS

Section 1.

a. Nominating Committee

The president shall appoint a nominating committee who shall submit the names of the candidate or candidates for each of the following offices by November 1 in the year which the officer is elected.

Vice-President -- President Elect
Secretary
Treasurer

The nominating Committee shall not submit, for election to the office of vice-president/president elect, the name of any member who is not in good standing of the American Association of Law Libraries.

b. Additional Nominations

Additional nominations may be made by any member by communicating in writing such nomination to the president.

Section 2. Method of Election

The vice-president -- president elect shall be elected by mail ballot in February of each year. The secretary shall be elected by mail ballot in February of each even numbered year. The treasurer shall be elected by mail ballot in February of each odd-numbered year. The candidates receiving the largest number of votes shall be declared elected. The membership is to be notified by the secretary of the outcome of the election by mail or at a meeting of the Chapter.

Section 3. Special Elections

a. Rationale
In the event that the office of the vice-president/president elect becomes vacant, a special election shall be held to fill that office for the remainder of the unexpired term.

b. Nominations for Special Elections

Candidates for this special election will be selected by the Executive Committee.

c. Method of Election

At the discretion of the Executive Committee, the special election may be held by mail or by a voice vote at a Chapter meeting. The candidates receiving the largest number of votes shall be declared elected.

ARTICLE IV. AMENDMENTS TO BYLAWS

Section 1. Filing and Notice

Any proposed amendments to the Articles or the Bylaws shall be filed with the secretary. Notice shall be given to members in one of the following ways:

a. notice shall be published in the Chapter newsletter at least 30 days prior to balloting, or

b. notice shall be sent by the secretary to all members through the mail at least 30 days prior to balloting.

Section 2. Balloting

a. Mail Ballots

Mail ballots may be conducted for the purpose of changing the Articles or Bylaws provided that ballots shall be mailed by the secretary to the membership immediately following a meeting where the amendments were discussed or 30 days after notice of the proposed amendments have been mailed to the membership. The Executive Committee must specify the time for closing the balloting, but in no case shall it be less than 30 days after the mailing of the ballots.

b. Voice Ballots

Voice ballots may be conducted for the purpose of changing the Articles or Bylaws at any regular scheduled meeting of the Chapter, provided that the proposed amendments and a summary of the changes has been:

i. mailed by the secretary to the membership at least 30 days prior to the meeting, or

ii. printed in the Chapter newsletter at least 30 days prior to the meeting.

Section 3. Successful Election

If two-thirds of the members present and voting at a meeting or two-thirds of the members casting valid mail ballots are in favor of such amendment, it shall stand
adopted.

**Section 4. Approval of Amendments**

Amendments of these Bylaws shall be submitted to the American Association of Law Libraries committee on constitutions and bylaws by the president upon adoption by the membership of the Chapter.
The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

Article I: Name
The name of this organization shall be Southeastern Chapter of the American Association of Law Libraries, Inc.

Article II: Purpose
The purposes for which the Corporation is organized are exclusively educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

a. Promote law librarianship;
b. Develop and increase the usefulness of law libraries, particularly those in the Southeastern area of the United States; and
c. The exercise of all powers conferred on a corporation organized under the Florida Not-for-Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

Article III: Term
This corporation shall commence corporate existence upon the filing of these articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

Article IV: Members
Membership of the corporation shall be open to any persons or institutions residing in the Southeastern region of the United States interested in law libraries and desiring to promote the goals of the corporation.

Any person, company or institution with an interest in supporting the activities of the corporation located or residing outside the Southeastern region may become an associate member.

The Southeastern region include Puerto Rico and the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia and such other states as may be added.

Members shall be admitted to the corporation upon application to the Board of Trustees in the manner prescribed in the Bylaws. All individuals named as officers or trustees of the corporation shall be entitled to become members in the manner provided in the Bylaws.

This corporation is organized upon a nonstock basis and shall not issue shares of stock.

Article V: Subscribers
The name and residence of the subscriber of the corporation is as follows:

Mary Smith Forman
Akerman, Senterfitt & Eidson
255 South Orange Avenue
P.O.Box 231
Orlando, Florida 32801-0231

Article VI: Officers

Section 1. Officers. The officers of the corporation shall consist of a President, Vice-President - President Elect, Secretary and Treasurer. The vice-president - president elect shall serve as vice-president and shall automatically become the president after one year and shall so serve during the second year following his or her election. The secretary and treasurer shall each serve for two years. The officers shall serve without compensation.

The officers shall perform the duties pertaining to their respective offices. In the event that the president resigns prior to the completion of a regular term, or is otherwise unable to perform the duties of the office in the judgment of the Executive Committee, the vice-president - president elect shall automatically assume the presidency and shall serve therein until his original presidential term would have expired, or for no more than two years, whichever is shorter. A special election would be held for the office of vice-president - president elect upon the assumption of the office of president for the remainder of the unexpired term.

In the event that the office of vice-president - president elect becomes vacant for any other reason than specified herein, a special election will be held to fill that office for the remainder of the unexpired term.

If the office of either secretary or treasurer becomes vacant for any reason, a special election will be held to fill that office for the remainder of the unexpired term.

The special elections could be held by mail or at the next Chapter meeting, at the discretion of the Executive Committee.

No officer shall hold more than one office in this Chapter at one time, nor shall the president hold office for than two consecutive terms.

All officers shall be installed at the conclusion of the Chapter meeting following their election or appointment and serve until their successors are elected or appointed, and qualified.

Article VII: Board of Trustees
Section 1. The officers shall together act as the Board of Trustees and the immediate past president shall serve on the Board of Trustees. The Board of Trustees shall be the Executive Committee of this corporation and shall have general supervision, management and control of the business, affairs and activities of the corporation, subject, however, to other articles of these Articles of incorporation and the bylaws and in accordance with the policies agreed upon by its members. The initial Board of Trustees shall be comprised of five(5) members who shall serve until the first election thereof. The Board of Trustees, however, shall never be less than three members.

Section 2. The names and addresses of the members of the initial Board of Trustees shall be as follows:

Mary Smith Forman
Article VIII: Committees

There shall be the following standing committees:

1. Program
2. Membership
3. Nominating
4. Placement
5. Scholarship
6. Articles and Bylaws
7. Newsletter

The president shall appoint all members of the standing committees. Special committees may be created as necessary. The president shall appoint all members of the special committees.

Article IX: Registered Office and registered agent

The street address of the initial registered office of this corporation is 255 South Orange Avenue, 10th Floor, Firststate Tower, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Mary Smith Forman.

Article X: Use of assets

Section 1. The assets and income derived from the assets of this corporation shall be used solely for educational and scientific purposes. Any disbursements shall be at the approval and direction of the Board of Trustees and the members in accordance with the bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers 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 II hereof.

Section 2. 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 any candidate for public office.

Section 3. 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 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 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

Article XI: Bylaws

The bylaws of this corporation may be adopted, repealed, amended or suspended by a two-thirds (2/3) vote of the members voting in a ballot conducted by mail in manner provided in the bylaws or at a meeting of the chapter by a two-thirds (2/3) vote of the members voting in the ballot.

Article XII: Amendment of Charter

Amendments to the charter may be proposed by the Executive Committee or by a petition signed by ten percent (10%) of the members. Proposed amendments shall become effective after they have been submitted to all members and when approved by two thirds (2/3) of those voting in a ballot conducted by mail in the manner provided in the bylaws or at a meeting of the board by a two-thirds (2/3) vote of members voting in the ballot.

Article XIII: Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and scientific purposes as shall at the time qualify as an exempt organization for 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 members shall determine. Any such assets not
so disposed or shall be disposed of by the Circuit Court of 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.

**Article XIV: Anti-Discrimination**

Membership in the Chapter or participation in any activity of the Chapter shall not be denied to any individual, or abridged, on the account of race, color, religion, sex, national origin, or sexual orientation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set my hand and seal this __ day of ___, 1989, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

(SEAL) Mary Smith Forman

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**Bylaws**

**Southeastern Chapter of the American Association of Law Libraries**

Article I: Membership

Section 1. Membership Categories

a. Individual Members

Any person officially connected with a law library, or with a separately maintained law section in any library and currently or within the last seven years, employed at least 30% of full time may become an active individual member upon determination of eligibility by the Membership Committee and payment of annual dues. The Membership Committee's ruling may be appealed to the Executive Committee.

b. Student Members

Any person officially enrolled at least half-time in a degree program related to law librarianship shall become a student member upon payment of annual dues provided that membership in this category is limited to 5 consecutive years. The Executive Committee is empowered to adopt procedures for verifying student status.

c. Institutional Members

Any law library may become an institutional member upon payment of annual dues. The Executive Committee is empowered to determine whether the institution applying for membership is a law library. Such persons on the staff of an institutional member as are designated by the librarian and for whom the institutional member has paid its annual dues in accordance with bylaws Section 2,(b)2 shall be entitled to individual membership in the Chapter without the payment of additional dues.

d. Associate Members

Persons, companies and institutions not connected with law libraries, residing in or outside of the Southeastern region, or connected with law libraries but residing outside the region may be selected to associate membership by the Executive Committee and shall pay annual dues.

e. Life Members

The Chapter may at any regular meeting by a vote of two thirds of those present elect to life membership those who have been members of the Chapter for at least 10 years, but who have retired from active fulltime library work, and any life member...
Honorary Members

The Chapter may at any regular meeting by a vote of two thirds of those present elect non-members as honorary members.

Attributes of Membership

a. Rights and Privileges

1. All members have the right to vote.
2. The right to hold office shall be restricted to active members in the following membership categories: individual, institutional and life.
3. The right to receive Chapter publications shall be shared by all members.

b. Dues

1. The annual dues for individual membership and associate members shall be $20.00. The annual dues for student memberships shall be $10.00. Life members and honorary members shall not be assessed dues.
2. The institutional membership dues shall be at the rate of $20.00 per designated member, and no library shall be required to pay annual dues in excess of $200.00.
3. All dues, individual, associate, and institutional shall be paid no later than three months after the due date appearing on the dues notice. The treasurer shall suspend the membership of any person who has not paid within the time allotted. A suspended membership shall be restored upon payment of dues for the current year.
4. The fiscal year shall coincide with that of the American Association of Law Libraries.

ARTICLE II. MEETINGS

Section 1. Annual

An annual meeting of the Chapter shall be held at such time and place as the Executive Committee shall determine. A Chapter meeting shall be held at AALL National Conventions, when the Convention schedule permits, for the purpose of discussing future programs and projects and submitting progress reports on Chapter activities. The Executive Committee shall be charged with the duty of scheduling and making arrangements for such meetings; and attendance at these meetings shall not be confined to the Executive Committee, but extended to the entire membership.

Section 2. Other

The president shall call other meetings of the Chapter as deemed necessary or when requested to do so by the Executive Committee. The president shall provide reasonable notice of such meetings to each member of the Chapter.

Section 3. Presiding Office

In the event of the absence of the president and vice-president -- president elect from any Chapter meeting, one of the members shall be elected to preside.

Section 4. Quorum

A majority of members attending a meeting shall constitute a quorum.

ARTICLE III. NOMINATIONS AND ELECTIONS

Section 1.

a. Nominating Committee

The president shall appoint a nominating committee who shall submit the names of the candidate or candidates for each of the following offices by March 1 in the year which the officer is elected.
Vice-President -- President Elect
Secretary
Treasurer

The nominating Committee shall not submit, for election to the office of vice-president/president elect, the name of any member who is not in good standing of the American Association of Law Libraries.

b. Additional Nominations

Additional nominations may be made by any member by communicating in writing such nomination to the president.

Section 2. Method of Election
The vice-president -- president elect shall be elected by mail ballot in May of each year. The secretary shall be elected by mail ballot in May of each even numbered year. The treasurer shall be elected by mail ballot in May of each odd-numbered year. The candidates receiving the largest number of votes shall be declared elected. The membership is to be notified by the secretary of the outcome of the election by mail or at a meeting of the Chapter.

ARTICLE IV. AMENDMENTS TO BYLAWS

Section 1. Filing and Notice

Any proposed amendments to the Articles or the Bylaws shall be filed with the secretary. Notice shall be given to members in one of the following ways:

a. notice shall be published in the Chapter newsletter Southeastern Law Librarian or its successor, at least 90 days prior to balloting, or

b. notice shall be sent by the secretary to all members through the mail at least 30 days prior to balloting.

Section 2. Balloting

a. Mail Ballots

Mail ballots may be conducted for the purpose of changing the Articles or Bylaws provided that ballots shall be mailed by the secretary to the membership immediately following a meeting where the amendments were discussed or 30 days after notice of the proposed amendments have been mailed to the membership. The Executive Committee must specify the time for closing the balloting, but in no case shall it be less than 30 days after the mailing of the ballots.

b. Voice Ballots

Voice ballots may be conducted for the purpose of changing the Articles or Bylaws at any regular scheduled meeting of the Chapter, provided that the secretary has mailed to the membership, at least 30 days prior to the meeting, the proposed amendments and a summary of the purpose of the changes.

Section 3. Successful Election

If two-thirds of the members present and voting at a meeting or two-thirds of the members casting valid mail ballots are in favor of such amendment, it shall stand adopted.

Section 4. Approval of Amendments

Amendments of these Bylaws shall be submitted to the American Association of Law Libraries committee on constitutions and bylaws by the president upon adoption by the membership of the Chapter.

Meetings of the Chapter and Executive Committee shall be conducted in accordance with Roberts Rules of Order except as otherwise specified by the Chapter Articles or Bylaws.