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SEAALL Bylaws and Articles of Incorporation, January 29, 1992

SEAALL

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January 29, 1992

Ms. Joyce Manna Janto
Deputy Director, Law Library
University of Richmond
T. C. Williams School of Law
University of Richmond, VA 23173

Dear Joyce:

Enclosed please find a copy of the Articles of Incorporation and the Bylaws of the Southeastern Chapter of the American Association of Law Libraries, Inc. for your review.

Sincerely,

Ed Edmonds
Law Librarian

EE:jt

Enclosure
C. ARTICLES OF INCORPORATION OF THE
SOUTHEASTERN CHAPTER OF THE
AMERICAN ASSOCIATION OF LAW LIBRARIES, INC.

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 corporation shall be SOUTHEASTERN CHAPTER OF THE AMERICAN ASSOCIATION OF LAW LIBRARIES, INC.

ARTICLE II

Purpose

The purposes for which this 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 of the Southeastern region may become an associate member. The Southeastern region includes 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 as 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 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 this 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 Orange Avenue
Orlando, Florida 32802-0231

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 Kern
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
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 S. Orange Avenue, 10th Floor, Firstate Tower, Orlando, Florida 32801, and the name of the initial registered agent of this 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
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 the 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 the manner provided in the bylaws or at a meeting of the Chapter by a two-thirds 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 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 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 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 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 account of race, color, religion, sex, national origin, or sexual orientation.

IN WITNESS THEREOF, the undersigned subscribing incorporator has hereto set my hand and seal this 7th day of April, 1989, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

Mary Smith Forman

* * * * * * * * * * * * * * * * * * * *

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

SOUTHEASTERN CHAPTER OF THE AMERICAN ASSOCIATION OF LAW LIBRARIES, INC. (the "Company") desiring to organize as a domestic not for profit corporation or qualify under the laws of the State of Florida with its principal place of business at: 255 South Orange Avenue, Orlando, Florida 32801, has named and designated: Mary Smith Forman, with its registered office located at: 255 Orange Avenue, Orlando, Florida, 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for SOUTHEASTERN CHAPTER OF THE AMERICAN ASSOCIATION OF LAW LIBRARIES, INC. (the "Company") at the place designated in this certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of April, 1989.

Mary S. Forman
Registered Agent
D. Bylaws

ARTICLE I: MEMBERSHIP

Section 1.

a. Individual Members

Any person officially connected with a law library, or with a separately maintained law section in any library 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 five 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 of the region may be elected 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 members of A.A.L.L. who resided 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.

a. Rights and Privileges

The right to hold office shall be restricted to active individual and institutionally designated members who are members of the American Association of Law Libraries. Rights of voting shall be restricted to active individuals and institutionally designated members and to life members.

b. Dues

1. The annual dues for individual membership and associate members shall be $10.00. The annual dues for student membership shall be $5.00. Life members and honorary members shall not be assessed dues.

2. The institutional membership dues shall be at the rate of $10.00 per designated member, and no library shall be required to pay annual dues in excess of $100.00.

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 the payment of dues for the current years.

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
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

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 even numbered year. The secretary shall be elected by mail ballot in May of each odd-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 AND BYLAWS

Section 1.

Any proposed amendments to the Articles or Bylaws shall be filed with the secretary, and notice shall be sent by the secretary to all members through the mail at least 30 days prior to balloting.

Section 2.

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.
Section 3.

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.

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