

Articles of Incorporation of  
the Southeastern Chapter of  
The American Association of Law Libraries, Inc.

As Amended July 12, 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, Maryland, 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. **[Amended February, 2008 to add Maryland.]**

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

Sonia Luna-Lamas (revised 2005)  
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, Treasurer, Immediate Past President and two Members-at-large. 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, treasurer and the members-at-large shall each serve for two years. The officers shall serve without compensation. **[revised July 1998 to add Immediate Past President and Members at large.]**

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 Board, 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. **[Amended February, 2007 to change Executive Committee to Executive Board.]**

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.

The special elections could be held by electronic means mail or at the next Chapter meeting, at the discretion of the Executive Board. **[Amended February, 2007 to change Executive Committee to Executive Board, to add "by electronic means" and to move this paragraph to this location.]**

If the office of secretary, treasurer or member-at-large 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. **[revised July 1998 to add Member-at-large.]**

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 Board 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. **[Amended February, 2007 to change name to Executive Board.]**

### 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 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

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, 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 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 electronic means or 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.[revised July 2006 to add electronic means.]

#### 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 electronic means or 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. [revised July 2006 to add electronic means.]

#### 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.

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(SEAL) Mary Smith Forman