

**Part 2. Articles of Incorporation of the
Alabama Health Libraries Association, Inc.**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, desiring to form a non-profit under the laws of the State of Alabama for the purpose hereinafter set forth, does hereby make and subscribe her name to these Articles of Incorporation.

ARTICLE I - NAME

The name of this non-profit corporation shall be ALABAMA HEALTH LIBRARIES ASSOCIATION, Inc.

ARTICLE II - DURATION

The period of duration of this non-profit corporation is perpetual.

ARTICLE III - EXEMPT STATUS

This non-profit Corporation (hereinafter sometimes referred to as the "Corporation") is organized and operated exclusively for educational purposes and has not been formed for pecuniary profit or financial gain. 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 1986 (or the corresponding provision of any future United States Internal Revenue law), (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV - PURPOSES

1. The purpose of this Corporation shall be to improve health care for the people of Alabama by the development of an organization which will increase and promote the total health science information resources and services available, to strengthen and promote existing health libraries and the professional skills of Alabama health information personnel by providing opportunities for continuing education, to encourage the formation of new libraries and provide consulting services to developing Alabama health science libraries, and through joint efforts, to utilize more effectively the resources of individual libraries.
2. In the furtherance of its principal purpose:
 - (a) To facilitate communication among Alabama health library personnel through a program of publications.
 - (b) To own, buy, sell, lease, improve and deal generally in real and personal property of every type and description.
 - (c) To borrow money and for the purpose of carrying on the business of this Corporation, to lease, buy, sell, convey, rent and mortgage or pledge, both real

and personal property as the same shall be necessary or incidental to the carrying on of said business, and generally to do all things that may be necessary or incidental to the carrying on of said business.

- (d) Subject to the limitations and restrictions imposed by law, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time for the purchase of property or for any purpose in or about the business of the company.
- (e) To establish lines of credit with banking houses for the purposes herein above enumerated and set forth, and to incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of warrants, bonds, debentures or obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deeds of trust, or otherwise, for the purpose of adding additional capital or for any other purposes in or about its business or affairs without limit as to amount, except as provided by statute, this is to be done on such terms and conditions and by such officers as said banking house or houses may require.

ARTICLE V - POWERS

The Corporation shall have all powers of non-profit corporations as provided in the "Alabama Non-Profit Corporation Act," including, but not being limited to, the power to conduct fund-raising activities for the purposes set out above; provided, however, that:

1. Any income received by the Corporation shall be applied only to the non-profit purposes and objectives of the Corporation as set forth herein, and no part thereof, during membership or upon termination of membership, shall inure to the benefit of any private member or individual.
2. No substantial part of the activities of the Corporation shall be devoted to carry on propaganda, or otherwise attempting, to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
3. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended, or the "Alabama Non-Profit Corporation Act."
4. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
5. If, at any time, the Corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended, and they shall be applied exclusively for the purposes set out above.
6. No substantive 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.

ARTICLE VI - MEMBERSHIP

1. Membership in the Corporation shall be open to all persons and institutions interested in the goal of the Corporation who submit to the Corporation a fully completed Membership Application, who have timely paid in full the annual membership dues set by the Board of Directors, and who are accepted by the Board of Directors of the Corporation.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of seven (7) individuals, whose names and addresses are as follows:

- 1) Beth Laughlin
1500 Valley Avenue
Birmingham, Alabama 35209
- 2) Barbara Shearer
1254 Peabody Drive
Mobile, Alabama 36618
- 3) Lee McCann *Lee Clemens-Taylor*
2309 Gallatin St. S.W.
Huntsville, Alabama 35801
- 4) Lisa Rains Russell
913 Monmouth Road
Tuscaloosa, Alabama 35406
- 5) Jay Harris
2511 Gerald Way
Birmingham, Alabama 35223
- 6) Joy Harriman
210 S. Mobile St., #21
Fairhope, Alabama 36532
- 7) Pat McGee
103 Arden Ct.
Dothan, Alabama 36303

The seven (7) individuals comprising this initial Board of Directors shall serve as directors until the election of their successors, as provided by the By-Laws. The number of directors of the Corporation shall be seven (7) unless and until such number is changed by an amendment to the By-Laws.

The Board of Directors shall have control and management of the Corporation's activities, determine all policies, and generally supervise the affairs of the Corporation. The Board of Directors shall meet at such time and place and upon such notice as may be prescribed by the By-Laws.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be deemed necessary, each of whom shall be elected or appointed annually by the membership as prescribed in the By-Laws, except that the initial officers shall be elected or appointed by the Board of Directors at its organizational meeting.

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of said Corporation shall be 913 Monmouth Road, Tuscaloosa, Alabama 35406, and the registered agent is Lisa Rains Russell.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is as follows:

Name	Address
Lisa Rains Russell	913 Monmouth Road Tuscaloosa, Alabama 35406

ARTICLE XI - BY-LAWS

The Corporation as hereinafter provided shall have power to adopt By-Laws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama and with these Articles of Incorporation.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Probate 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.
[Signed 14th day of December, 1989.]

**Part 3. By-Laws of the
Alabama Health Libraries Association, Inc.**

ARTICLE I - PURPOSES

The purpose or purposes of this Corporation as stated in its Articles of Incorporation are:

1. The purpose of this Corporation shall be to improve health care for the people of Alabama by the development of an organization which will increase and promote the total health science information resources and services available, to strengthen and promote existing health libraries and the professional skills of Alabama health information personnel by providing opportunities for continuing education, to encourage the formation of new libraries and provide consulting services to developing Alabama health science libraries, and through joint effort, to utilize more effectively the resources of individual libraries.
2. In the furtherance of its principal purpose:
 - (a) To facilitate communication among Alabama health library personnel through a program of publications.
 - (b) To own, buy, sell, lease, improve and deal generally in real and personal property of every type and description.
 - (c) To borrow money and for the purpose of carrying on the business of this Corporation, to lease, buy, sell, convey, rent and mortgage or pledge, both real and personal property as the same shall be necessary or incidental to the carrying on of said business, and generally to do all things that may be necessary or incidental to the carrying on of said business.
 - (d) Subject to the limitations and restrictions imposed by law, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time for the purchase of property or for any purpose in or about the business of the company.
 - (e) To establish lines of credit with banking houses for the purposes herein above enumerated and set forth, and to incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of warrants, bonds, debentures or obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deeds of trust, or otherwise, for the purpose of adding additional capital or for any other purposes in or about its business or affairs without limit as to amount, except as provided by statute, this to be done on such terms and conditions and by such officers as said banking house or houses may require.

*Omitted
in new
By laws*

ARTICLE II - OFFICES

The Corporation shall have and continuously maintain in this State a registered office and registered agent whose office is identical with such registered office. The address of the registered office in Alabama at the time of incorporation is: 913 Monmouth Road, Tuscaloosa, Alabama 35406. The name of the registered agent of the Corporation at the time of its incorporation at said address is Lisa Rains Russell.

ARTICLE III - MEMBERSHIP

SECTION ONE: Members. Membership in the Corporation shall be open to all persons and institutions interested in the goal of the Corporation who submit to the Corporation a fully completed Membership Application, who have timely paid in full the annual membership dues as set by the Board of Directors, and who are accepted by the Board of Directors of the Corporation.

SECTION TWO: Expulsion. Any member may be removed from membership in the Corporation upon an affirmative vote of the majority of the Directors of the Corporation.

SECTION THREE: Meetings of Members. An annual meeting of the members and all special meetings of the members shall be held at the principal office of the Corporation in the State of Alabama; provided, however, that any such meeting, either annual or special, may be held at any other place, either within or without the State of Alabama, as shall be designated by the notice of such meeting dispatched to the members by the Secretary of the Corporation.

The annual meeting of the members of this Corporation shall be held at its principal office in the City of Tuscaloosa, Alabama, or at such other place as shall be designated by the notice of said meeting, at 9:00 p.m. on the second Tuesday in November of each year, beginning with the year 1990 at which time there shall be elected by the members of the Corporation, by ballot, a board of not less than three (3) nor more than seven (7) directors for the ensuing year. And the members shall transact such other business as shall properly come before them.

A notice setting out the time and place of such annual meeting shall be mailed, postage prepaid, to each member of record, at its address as the same appears on the membership book of the Corporation, or if no such address appears, at its last known place of address, at least ten (10) days prior to the annual meeting.

At any meeting of the members, seven (7) members, present in person or represented by proxy, shall constitute a quorum of the members for all purposes. If a quorum be not present at the annual meeting, the members present in person or by proxy may adjourn to such future time as shall be agreed upon by them and notice of such adjournment shall be mailed, postage prepaid, to each member at least ten (10) days before such adjourned meeting; but if a quorum be present, they may adjourn from day to day as they see fit, and no notice of such adjournment need be given. If a meeting is adjourned because of the lack of a quorum, the quorum for the next meeting shall be 50% of that required for the meeting at which a quorum was not present.

Special meetings of the members shall be held at the principal office of the Corporation in the State of Alabama unless the notice of such special meeting designates otherwise. Such meetings shall be called at any time by the President, any two directors, or 50% of the members of the Corporation. The Secretary shall mail a notice of such special meeting to each member of the Corporation at its address as the same appears on the membership book of the Corporation, or if no such address appears, at its last known place of address, at least ten (10) days prior to such meeting, and such notice shall state the time and

place of such meeting and the object(s) thereof. No business shall be transacted at the special meeting, except as stated in the notice sent to members.

Each member shall be entitled to one (1) vote, whether represented in person or by proxy.

All proxies shall be in writing and properly signed.

SECTION FOUR: The rate of the annual dues shall be recommended by the Board of Directors and set by the Corporation through a ballot marked to the membership by the Secretary. A single majority of those voting shall constitute a decision. Non-payment of dues serves as notice of resignation from the membership.

ARTICLE IV - OFFICERS AND DIRECTORS

SECTION ONE: Officers. The affairs and business of the Corporation shall be conducted by the officers of the Corporation. Each officer shall be elected by a majority of the membership, with each member having one (1) vote, except that the initial officers for the first year of the Corporation shall be elected or appointed by the initial Board of Directors at its organizational meeting. The duties of the officers shall be such as usually attach to such officers and, in addition, thereto, such further duties as may be designated from time to time by the Board of Directors.

SECTION TWO: Board of Directors. The Board of Directors shall consist of the seven (7) individuals who comprised the initial Board of Directors. In the event a vacancy is created on the seven-member Board of Directors, such vacancy shall be filled by a majority vote of the remaining directors.

ARTICLE V - MEETINGS

SECTION ONE: Meetings. The Board of Directors shall meet when deemed necessary by a majority of the Board, provided there shall be at least one meeting of the Board of Directors each year. Only a member of the Corporation (or a partner of a member which is a partnership or shareholder, officer or director of a member which is a corporation) shall be eligible to be a director.

SECTION TWO: Quorum. Five directors or more shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the directors a majority of the directors present may adjourn the meeting from time to time without further notice.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION ONE: Contracts. The Board of Directors may authorize any officer, or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION TWO: Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION THREE: Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII - AMENDMENTS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by two-thirds of the Board of Directors, provided that at least five (5) days' written notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

The foregoing By-Laws were unanimously adopted by the Board of Directors of the ALABAMA HEALTH LIBRARIES ASSOCIATION, INC. at the special meeting of the Board of Directors held on the 8th day of December, 1989, a quorum thereof being present and voting.

Part 4. Alabama Health Libraries Association, Inc. Achievement Award

Purpose:

The purpose of the ALHeLA Achievement Award is to honor an individual for outstanding service to ALHeLA or to the medical librarian profession.

Criteria:

The candidate has made significant contributions to ALHeLA or the medical librarianship through service, leadership or research.

Guidelines:

- * The ALHeLA Achievement Award Committee shall be the Executive Committee.
- * Requests for nominations shall be published in the Synapse. Letters of nomination should be sent to the president and should be received by June 30 of the year the award is to be presented.
- * The Executive Committee members are excluded from nomination for the award during term.
- * The Committee shall review the nomination petitions and make the selection.
- * The Achievement Award may be given annually but is not necessarily given each year. The award shall be presented at the ALHeLA Annual Meeting.