

NAAL Organizational Agreement

THIS AGREEMENT, made and entered into on the date set forth below by and among the Alabama Commission on Higher Education and Alabama A&M University, Alabama State University, Auburn University, Auburn University in Montgomery, Birmingham Southern College, Jacksonville State University, Livingston University, Samford University, Troy State University, Tuskegee Institute, The University of Alabama, The University of Alabama in Birmingham, The University of Alabama in Huntsville, the University of Montevallo, the University of North Alabama, and the University of South Alabama;

RECITALS

A study of Alabama's academic libraries completed in the spring of 1982 by the Council of Librarians with impetus from the Council of Graduate Deans, both being advisory councils to the Alabama Commission on Higher Education (ACHE, recommend cooperative library resource sharing among universities supporting graduate study in Alabama. This recommendation was endorsed by the Council of Graduate Deans in April, 1982, by the Council of Academic Officers in June, 1982, by the Council of Presidents in August, 1982, and by the Commission of ACHE in November, 1982, by action approving a legislative budget request of \$1,090,000 for the 1983-84 fiscal year and approving creation of a Network of Alabama Academic Libraries if a majority of the public colleges and universities of the State agreed to underwrite the first year's operating costs. Following a series of meetings, institutional representatives agreed to organize the Network of Alabama Academic Libraries (NAAL) as an unincorporated association with the purposes, objectives, organizational structure and institutional commitments set forth herein and subject to subsequent legislative creation of a public entity for such purposes.

AGREEMENT NOW, THEREFORE, in consideration of the premises and the mutual promises herein set forth, the parties hereto agree as follows:

(1) On the date of the execution of this agreement by the last of the parties, the present NETWORK OF ALABAMA ACADEMIC LIBRARIES shall be deemed, without further action, to be an unincorporated association (hereinafter referred to as the "association" or sometimes as "NAAL") with the powers and responsibilities set forth herein and in the Plan of Organization (hereinafter referred to as the "Plan") attached hereto as Exhibit "A" and made a part hereof.

(2) The association shall consist of the two classes of members described in the attached Plan, namely General Members, who shall be voting members, and Cooperative Members, who shall be non-voting members. The initial representatives to NAAL and the Executive Director of ACHE, all of whom constitute the initial voting membership of the Advisory Council, as follows:

Dr. Birdie O. Weir
Director of Learning Resources Center
Alabama A&M University

Dr. Bill Edmonds
Vice President for Academic Affairs
Alabama State University

Ms. Barbara Scott
Director of the Learning Center Library
Birmingham-Southern College

Dr. William Carr
Dean, College of Graduate Studies
University of Alabama in Huntsville
Jacksonville State University

Dr. Neil Snider
Head Librarian
Livingston University

Dr. Ruric Wheeler
Vice President for Academic Affairs
Samford University

Mr. Kenneth Croslin
Director of University
Troy State University

Dr. James Hefner
Provost
Tuskegee Institute

Ms. D. Kay Gapen
Dean of Libraries
University of Alabama

Dr. Bill Highfill
University Librarian
Auburn University

Dr. James O. Williams
Chancellor
Auburn University at Montgomery

Dr. Paul H. Spence
Director of Mervyn Sterne Library
University of Alabama at Birmingham

Dr. John C. Wright
President
University of Alabama in Huntsville

Dr. James Vickrey
President
University of Montevallo

Dr. Fred Heath
University Librarian
University of North Alabama

Dr. Charles Lowry
Director of Libraries
University of South Alabama

Dr. Joseph T. Sutton
Executive Director
Alabama Commission on Higher Education
EX-OFFICIO MEMBER

(3) The initial General Members and any General Members hereafter admitted to NAAL shall each appoint an institutional representative who, together with the Executive Director of the Alabama Commission on Higher Education serving as an ex-officio member, shall compose the voting membership of the Advisory Council of NAAL. The business and affairs of NAAL shall be subject to the management and control by the Advisory Council and all of its powers and responsibilities shall be exercised by or under the authority of this Advisory Council, or as the Bylaws may provide, the Executive Council, subject to review, as appropriate, by the Alabama Commission on Higher Education.

(4) The attached Plan may be amended by two-thirds (2/3) of the voting members of the Advisory Council. However, the substance of such action must be introduced at the meeting of the Council immediately preceding the meeting at which the amendment is to be considered.

(5) In the event the Alabama legislature should create and finance a public entity for the purposes for which NAAL has been established, the Advisory Council shall have the authority, if it deems advisable, to transfer all of the assets of NAAL to such entity and to terminate and dissolve the association created hereby.

(6) Upon the unanimous consent and agreement of all of the voting members of the Advisory Council (who shall serve as incorporators), the Advisory Council shall be empowered to incorporate NAAL under the Alabama Nonprofit Corporation Act for the purposes for which this association was created. Upon the completion of such incorporation procedures, the Advisory Council of NAAL may then direct that all assets of the association be transferred to the new corporation and may proceed to terminate and dissolve the association created hereby.

(7) In the event of dissolution of NAAL, the assets of the association may be distributed for a public purpose in accordance with a plan of dissolution adopted by the Advisory Council or as its Bylaws may provide. If there is no agreement on such transfer, the assets shall be liquidated and divided among the General Members according to the proportion that the contribution of each then existing General Members. Asset distribution at the time of dissolution shall be made only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose.

(8) Institutions may be admitted to NAAL or may withdraw therefrom in accordance with the terms and procedures set forth in the Bylaws.

(9) This agreement shall be effective and binding on all of the parties hereto upon the execution by the last party to sign. If all parties have not executed this agreement within sixty (60) days of the date of the first to sign, then it shall be null and void, and no party shall be bound in any way, whether or not it executed this agreement.

IN WITNESS WHEREOF, the parties have caused their hands and seals to be affixed hereto by their duly authorized officers on this _____ day of _____, 1983.

(Original Signed By)

Alabama Commission on Higher Education
Dr. Joseph T. Sutton
Executive Director

Alabama A&M University
Dr. R. D. Morrison
President

Alabama State University
Dr. Robert L. Randolph
President

Auburn University
Dr. Wilford S. Bailey
Acting President

Auburn University at Montgomery
Dr. James O. Williams
Chancellor

Birmingham Southern College
Dr. Neal R. Berte
President

Jacksonville State University
Dr. Theron Montgomery
President

Livingston University
Dr. Asa Green
President

Samford University
Dr. Leslie S. Wright
President

Troy State University
Dr. Ralph Adams
President

Tuskegee Institute
Dr. Benjamin F. Payton
President

University of Alabama
Dr. Joab Thomas
President

University of Alabama at Birmingham
Dr. S. Richardson Hill, Jr.
President

University of Alabama in Huntsville
Dr. John C. Wright
President

University of Montevallo
Dr. James Vickrey
President

University of North Alabama
Dr. Robert Guillot
President

University of South Alabama
Dr. Frederick Whiddon
President

**PLAN OF ORGANIZATION
OF
NETWORK OF ALABAMA ACADEMIC LIBRARIES**

**ARTICLE I
STATEMENT OF PURPOSE**

The purpose of NAAL is to serve as the coordinating body for implementing the major recommendations of the report on "Cooperative Library Resource Sharing Among Universities Supporting Graduate Study in Alabama" and to serve in the future as a mechanism for continued library cooperation. Prominent activities will include projects related to resource sharing, the development and use of information technologies, and other information services in order to more effectively support academic research in the State of Alabama. It will also include other cooperative activities to support the development of academic libraries in Alabama. The purposes for which the Network is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law." and "Notwithstanding any other provision of the articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

**ARTICLE II
MEMBERSHIP**

Membership in NAAL shall be open to all institutions or agencies with academic or research libraries in the State of Alabama. Any institution initially or subsequently admitted to membership as a General Member is assured equitable representation through the provisions of this Plan and the Bylaws of the association.

NAAL shall be composed of two classes of members:

(A) General Members shall consist of those institutions admitted to membership which provide or support graduate education and which are active members of the On Line Computer Library Center (OCLC). An institution meeting these qualifications may be admitted to membership as a General Member upon the approval of two-thirds (2/3) of the voting representatives on the Advisory Council. General Members shall have the right to vote as set out herein and shall generally be vested with the management and control of NAAL in the manner set out herein.

The initial General Members of NAAL shall consist of the following named institutions:

Alabama A & M
Alabama State University
Auburn University
Auburn University at Montgomery
Birmingham Southern College
Jacksonville State University
Livingston University
Samford University
Troy State University
Tuskegee Institute
The University of Alabama
The University of Alabama at Birmingham
The University of Alabama in Huntsville
The University of Montevallo

The University of North Alabama
The University of South Alabama

(B) Cooperative Members shall consist of all other member institutions which support academic libraries, public libraries, special libraries, or state agency libraries. Institutions meeting these qualifications may be admitted to membership as a Cooperative Member upon approval of two-thirds (2/3) of the voting members on the Advisory Council. Cooperative Members shall have the right to attend meetings of the Advisory Council. They shall have no right to vote or to manage or control the business or affairs of NAAL and shall have no rights or interests in its assets or other property.

ARTICLE III GOVERNANCE

All of the powers and duties of the association shall be vested in its Advisory Council and shall be exercised by or under the authority of that Advisory Council and its Executive Council. The entire business and affairs of NAAL shall be subject at all times to management and control by the Advisory Council.

(A) Advisory Council

In order to assure equitable representation of the diverse interests of the General Members in the governance of NAAL, there is hereby formed an Advisory Council. Each General Member of NAAL shall appoint one representative who, together with the Executive Director of the Alabama Commission on Higher Education who shall serve as a voting, ex-officio member, shall comprise the voting membership of the Advisory Council. The membership of the Advisory Council shall be divided into two separate classifications as follows:

(1) General Members. Voting status shall be afforded to the representatives from those institutions which are classified as General Members and to the Executive Director of the Alabama Commission on Higher Education. Each representative of a General Member and the Executive Director of ACHE shall be entitled to one vote.

(2) Cooperative Members. All Cooperative Members shall be non-voting members of the Advisory Council and shall have the right to discuss any matter before or present any matter to the Advisory Council.

(B) Executive Council

In order to provide for a more efficient operation of NAAL, there shall be an Executive Council with the responsibility to supervise the normal and routine business and affairs of the association. The composition, specific duties, functions, and limitations of the Executive Council shall be further defined and set out in the Bylaws to be adopted by the Advisory Council. The Executive Council shall be composed of seven (7) General Members.

(C) Alternates

A representative of a General or Cooperative Member of the president or chief executive officer of a General or Cooperative Member and the Executive Director of the Alabama Commission on Higher Education may designate an alternate to represent him or her at any meeting or other action of the Advisory Council or the Executive Council.

(D) Administrative Agent

The Alabama Commission on Higher Education is hereby designated as the administrative agent of NAAL. In that regard, the Executive Director of the Alabama Commission on Higher Education shall appoint the Director of NAAL, subject to the approval of the Advisory Council. The Director of NAAL shall serve at the pleasure of the Executive Director of ACHE, with the advice and consent of the Advisory Council. The powers and duties of the Director of NAAL shall be set out in the Bylaws.

(E) Fiscal Agent

The University of Montevallo shall serve as Fiscal Agent for NAAL and shall have such responsibility for the fiscal operations of NAAL as shall be set out in the Bylaws or specified by the Advisory Council. Among these responsibilities shall be the responsibility for the investment and proper expenditure of NAAL funds through the Alabama Commission on Higher Education under proper requisitions and pursuant to budgets approved by the Advisory Council.

ARTICLE IV

MISCELLANEOUS MATTERS

(A) Bylaws

The Advisory Council is hereby empowered to adopt and amend from time to time Bylaws not inconsistent with either this Plan of Organization or the Agreement. The adoption of Bylaws or an amendment thereto shall require a favorable vote of two-thirds (2 /3) of the representatives of the General Members on the Advisory Council.

(B) Amendment of Plan of Organization

This Plan of Organization may be amended from time to time by a favorable vote of two-thirds (2/3) of the representatives of the General Members on the Advisory Council. However, the substance of such action must be introduced at the meeting of the Advisory Council immediately preceding the meeting at which the amendment is to be considered.

(C) Incorporation

Upon the unanimous consent and agreement of all of the voting members of the Advisory Council (who shall serve as incorporators), the Advisory Council shall be empowered to incorporate NAAL under the Alabama Nonprofit Corporation Act for the purposes for which the association was created. Upon the completion of such incorporation procedures, the Advisory Council of NAAL may then direct that all assets of the association be transferred to the new corporation and may proceed to terminate and dissolve NAAL.

(D) Transfer to Public Corporation

In the event the Alabama Legislature should create and finance a public entity for the purposes for which NAAL has been established, the Advisory Council shall have authority, if it deems advisable, to transfer all of the assets of NAAL to such entity and to terminate and dissolve NAAL.

(E) Dissolution

Upon the favorable vote of two-thirds (2/3) of the voting members of the Advisory Council, NAAL shall be dissolved and its assets may be distributed for a public purpose according to a plan of dissolution adopted by the Advisory Council and approved and accepted by all of the General Members. If there is not agreement on such transfer, the assets shall be liquidated and divided among the General Members according to the proportion that the contribution of each then existing General Member bears to the total contributions by all then existing General Members. Asset distribution at the time of dissolution shall be made only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose.

(F) Addition and Withdrawal of Member Institutions

The Bylaws, as created and established by the Advisory Council, shall set forth the terms and procedures to be followed in the addition or withdrawal of members to or from NAAL.

(G) Action Without a Meeting

Any action required or permitted to be taken at a meeting of either the Advisory Council or the Executive Council may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all of the voting members thereof. Such consent shall have the same effect as a unanimous vote.

This agreement shall be effective and binding on all of the parties hereto upon the execution by the last party to sign. If all parties have not executed this agreement within sixty (60) days of the date of the first to sign, then it shall be null and void, and no party shall be bound in any way, whether or not it executed this agreement.

IN WITNESS WHEREOF, the parties have caused their hands and seals to be affixed hereto by their duly authorized officers on this _____ day of _____, 1983.

NETWORK OF ALABAMA ACADEMIC LIBRARIES

1993-1994 Advisory Council

October 19, 1993

The 1993-1994 Advisory Council of the Network of Alabama Academic Libraries amended its charter documents on October 19, 1993, to meet requirements of the U. S. Tax Code to qualify as a 501(c)(3) organization. The following amendments were approved:

Add to Paragraph 7 of the Organization Agreement: "Asset distribution at the time of dissolution shall be made only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose."

Add to Article 1 of the Plan of Organization, Statement of Purpose: "The purposes for which the Network is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law." and "Notwithstanding any other provision of the articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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."

Add to Article 4 of the Plan of Organization, Miscellaneous Matters, (E), Dissolution: "Asset distribution at the time of dissolution shall be made only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose."

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