STATE OF ALABAMA  )
MONTGOMERY COUNTY  )

ARTICLES OF INCORPORATION

OF

SOCIETY OF ALABAMA ARCHIVISTS

We, the undersigned natural persons all of whom are citizens of the United States and residents of the State of Alabama, over nineteen years of age, acting as incorporators of a corporation under the “Alabama Non-Profit Corporation Act,” Code of Alabama (1975), Sections 10-3A-1 through 10-3A-225, do hereby file these Articles of Incorporation and adopt the following:

I

Name

The name of the Corporation shall be: Society of Alabama Archivists.

II

Duration

The period of its duration is perpetual unless and until hereafter lawfully dissolved.

III

Purposes

The purposes for which the Corporation is organized are:

(A) To provide a means for individuals and institutions interested in archives and manuscripts in the State to work together to support the appreciation and preservation of the
archival and manuscript resources in the State; to promote awareness and implementation of evolving standards for preservation and access in traditional and new media; to improve standards of professional competence in the archival repositories in Alabama; to pursue fruitful cooperation with professionals and nonprofessionals in related disciplines; and to coordinate activities in the field in the State by exchange of information concerning collections and consultations on fields of collecting interest.

(B) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Law.

(C) No substantial part of the activities of the Corporation shall consist of carrying on 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.

(D) The Corporation shall not engage in any activities that are unlawful under the laws of the United States of America, of the State of Alabama, or any other jurisdiction where such activities are carried on.

(E) The Corporation shall not have or exercise any power or authority, either expressly, by interpretation or by operation, directly or indirectly engage in any activity that would prevent the Corporation from qualifying and continuing to qualify as a tax-exempt Corporation under the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Revenue Law.

(F) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 above.

IV

Membership Corporation

The Corporation shall be a membership Corporation. Membership shall be open to any person and/or institution interested in the field of Archives, Manuscripts, Special Libraries, or a related discipline.

V

Directors

(A) The government of the Society shall be vested in an Executive Board composed of the four elected officers and three directors who will be elected by the membership at the annual meeting.

(B) The elected officers shall be president, vice president, secretary, and treasurer, and shall be elected for terms of one year. The three directors shall serve initial staggered terms of one, two, and three years, and thereafter serve terms of three years. The immediate past president and the archivist shall be nonvoting ex-officio members of the Board.

(C) The Executive Board shall be responsible for the funds of the Society, establishing appropriate procedures for accounting and auditing of such funds.

(D) Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer all the remaining assets of the Corporation 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) and/or to such organization or organizations organized and operated for the promotion of a common business interest of relevance to the archival profession as shall at that time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors of the Corporation shall select. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located (currently Montgomery County, Alabama), exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set out above.

VI

Registered Office and Agent

The address of the initial registered office of the Corporation is: 624 Washington Avenue, Montgomery, Alabama 36130 and the name of its initial registered agent at such address is: Meredith McDonough.

VII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is seven (7) and the names and addresses of the persons who are to serve as the initial Board of Directors are:
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jason C. Kirby</td>
<td>Birmingham Botanical Gardens Archives</td>
</tr>
<tr>
<td></td>
<td>2612 Lane Park Road</td>
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<tr>
<td></td>
<td>Birmingham, Alabama 35223</td>
</tr>
<tr>
<td>Reagan L. Grimsley</td>
<td>M. Louis Salmon Library</td>
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<tr>
<td></td>
<td>Special Collections and Archives</td>
</tr>
<tr>
<td></td>
<td>University of Alabama in Huntsville</td>
</tr>
<tr>
<td></td>
<td>301 Sparkman Drive</td>
</tr>
<tr>
<td></td>
<td>Huntsville, Alabama 35899</td>
</tr>
<tr>
<td>Meredith McDonough</td>
<td>Alabama Department of Archives and History</td>
</tr>
<tr>
<td></td>
<td>624 Washington Avenue</td>
</tr>
<tr>
<td></td>
<td>Montgomery, Alabama 36130-0100</td>
</tr>
<tr>
<td>Haley Aaron</td>
<td>Alabama Department of Archives and History</td>
</tr>
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<tr>
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<td>W. S. Hoole Special Collections Library</td>
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<td></td>
<td>University of Alabama</td>
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<tr>
<td></td>
<td>500 Hackberry Lane</td>
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<tr>
<td></td>
<td>Tuscaloosa, Alabama 35487</td>
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<tr>
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<tr>
<td>Martin T. Olliff</td>
<td>Wiregrass Archives</td>
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<td></td>
<td>Troy University Dothan Campus</td>
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<tr>
<td></td>
<td>502 University Drive</td>
</tr>
<tr>
<td></td>
<td>Dothan, Alabama 36303</td>
</tr>
</tbody>
</table>

**VIII**

Incorporators

The names and addresses of the incorporators of the Corporation are as follows:

<table>
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<tbody>
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Dothan, Alabama 36303

IX

Bylaws

The membership shall adopt By-Laws for the Corporation, and the power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the membership.

X

Powers

Consistent with the purposes, restrictions and activities contained in Article III above, the nonprofit Corporation shall have the following powers:
(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

(d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, impose, use, invest, reinvest and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, develop, subdivide, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, invest, reinvest, or otherwise dispose of, and otherwise use and deal in and with securities, certificates of deposit, shares, notes, bonds and other obligations, options, rights, mortgages, participations in mortgages, warrants or other interests of Corporations (general or limited) or individuals, direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof, shares or interests of regulated investment companies or trusts, common trust funds and mutual funds.

(g) To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.

(j) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To cease its corporate activities and surrender its corporate franchise.
(m) To appoint, employ, remove and compensate such attorneys, accountants and
advisors, employees, agents and representatives, individual or corporate, as
deemed necessary. The Corporation shall not retain, for compensation, the
services of an outside fund-raiser without the approval of the Board of Directors
of the Corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set to the Articles of
Incorporation their hands and seals, as incorporators of the above named nonprofit corporation,
on this, the 28th day of October, 2016.

Jason Kirby
Reagan Grimsley
Meredith McDonough
Haley Aaron
Donnelly Walton
Keri Hallford
Martin T. Oliff