STATE OF ALABAMA  
LEE COUNTY

ARTICLES OF INCORPORATION

OF

ALABAMA COOPERATIVE EXTENSION  
SERVICE EMPLOYEES ORGANIZATION, INC.

We, the undersigned, being of legal age and residents of the State of Alabama, desiring to form a non-profit corporation pursuant to the provisions of the "Alabama Non-Profit Corporation Act." Act No. 578, Legislative of 1955 (Regular Session), also designated in the 1975 Code of Alabama as Title 10, Chapter 3A, for the purpose hereinafter set forth, do hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Alabama Cooperative Extension Service Employees Organization, Inc.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual or until legally dissolved.

ARTICLE III

DOMICILE AND REGISTERED AGENT

The domicile of the corporation shall be Alabama Cooperative Extension Service District II Office, 765 E Glenn Ave., Auburn, AL 36849-5635, which shall be the place of its initial registered
office. The name and address of its initial registered agent shall be Brenda M. Allen, County Administration Building, 1702 Noble St., Suite 108, Anniston, AL 36201.

ARTICLE IV
AUTHORITY

This corporation is not organized for pecuniary profit and shall conduct its affairs pursuant to authority of the "Alabama Non-Profit Corporation Act" of 1955, and it shall have no capital stock and shall be composed of members rather than stockholders or shareholders. The corporation shall be non-profit and no dividends shall be distributed to its directors or officers as said income, but it may pay compensation in a reasonable amount to its officers and directors for services rendered to the corporation that are in conformity with its purposes and powers. All assets or property of this corporation shall be devoted to and expended only for the purposes for which this corporation is organized and which are consistent with the provisions of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation shall have authority to exercise any or all of the powers enumerated in the Alabama Non-Profit Corporation Act of 1955, except as otherwise provided for by law or by its Articles of Incorporation. The Authority of the corporation shall be vested in its members and be exercised through its Officers and Board of Directors as hereinafter provided.
ARTICLE V
PURPOSES AND POWERS

The purposes of this corporation are as follows:

(a) To organize and conduct an association to promote unity and cooperation among its members and to work in every appropriate manner to promote the welfare and professional improvement of its members.

(b) To encourage high standards of professional performance among Alabama Cooperative Extension Service Employees and further Cooperative Extension Service work as a Profession.

(c) To cooperate and affiliate with the Alabama Education Association, the National Education Association and other organizations whose purposes are consistent with the purposes of this corporation, when such cooperation is beneficial to this corporation and not specifically prohibited by statute.

The powers of this corporation shall be:

(a) To employ such personnel and acquire such services as may be necessary for and consistent with the purposes of this corporation.

(b) To take, own, lease, rent, or otherwise acquire real and personal property or any interest therein, necessary for or convenient to its use and purposes; and to assist or provide housing opportunities to the citizens of Alabama.

(c) To hold or transfer, assign, mortgage, pledge, sell,
convey or otherwise deal with real and personal property necessary for or convenient to its use and purposes.

(d) The corporation shall further have and exercise all the expressed and implied powers which may be necessary, convenient, or desirable in making effective its purposes as herein set forth and not unlawful or inconsistent with the provisions of the Alabama Non-Profit Corporation Act of 1955.

(e) Notwithstanding any provisions of these articles this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

MEMBERSHIP

A. The membership of this corporation shall be composed of professional extension personnel, active and retired, at all levels--State, District and County workers--regardless of race, creed, color, religion, sex, or national origin.

1. Each active member of the corporation shall pay an amount determined initially by the Board of Directors annually for dues. The membership dues can be changed at any Annual Meeting by a 2/3 affirmative action vote by the membership. All dues are payable on or before February 1st of each year. Retired members shall pay annually for dues, an amount equal to that of active personnel.
2. No member of the corporation in arrears at the first business session of the Annual Meeting shall be eligible to vote or to enjoy any of the privileges or benefits offered by this corporation. The Association's fiscal year shall be from January 1st through December 31st.

ARTICLE VII

BOARD OF DIRECTORS

A. The Board of Directors shall consist of all officers, District Directors, Standing Committee Chairmen, and Immediate Past President.

B. The Board of Directors shall be responsible for the general supervision of all activities of this corporation, and shall have the authority to enforce.

C. The Board of Directors shall have a minimum of two meetings per year or as often as necessary.

D. Two-thirds of the Board of Directors shall constitute a quorum.

ARTICLE VIII

OFFICERS

The corporation shall have a President, President-Elect, Vice-President, Recording Secretary, Financial Secretary, Treasurer, Sergeant-At-Arms, Parliamentarian, Reporter, and Chaplain.

The officers shall be elected by the membership at large at the annual meeting by a majority vote and shall serve a one-year term. A vice-president will be elected annually and will become president-elect the following year. Other officers (Recording Secretary, Financial Secretary, Treasurer, Parliamentarian,
Reporter, Sergeant-At-Arms, and Chaplain) are eligible to succeed themselves until their successors are elected, but no more than two consecutive terms. If an officer resigns, the Board of Directors shall appoint a new officer to fill the remainder of the term except for the President and President-Elect. In order for members to hold office in this corporation, he/she must have been a member of the Alabama Cooperative Extension Service Employees Organization for 5 consecutive years and be a current paid member.

A. President - The President shall preside at all meetings of the corporation and shall have the power to appoint committees. He/she shall be an Ex-Officio of all Standing Committees, except the Nominating Committee.

B. President-Elect - The President-Elect shall perform the duties of the President in his/her absence or at his/her request. Upon the resignation of the president, the President-Elect shall assume the office of the President for the remainder of the term. He/she shall serve as Chairman of the Program Committee.

C. The Vice President - The Vice President shall replace the President-Elect during his unexpired term. He/she shall be chairman of the Welfare Committee and coordinate all activities of the Junior and Senior Directors. He/she perform all other duties requested by the President.

D. Recording Secretary - The Recording Secretary shall keep a true record of all meetings of the Board of Directors and of
the corporation and have custody of the books and papers of the organization, except the Treasurer's books of account.

E. Financial Secretary - The Financial Secretary shall perform the duties of the Recording Secretary in his/her absence or at his/her request. He/she shall collect all official correspondence and prepare and forward all reports required by the Corporation. The Financial Secretary shall notify the members of the Board of Directors of all meetings and the memberships at large of special and annual meetings at the direction of the President. All applications for membership in the corporation shall be received by the Financial Secretary. The Financial Secretary shall be responsible for collecting all fees and dues and shall remit the same to the Treasurer, taking proper receipt thereof.

F. Treasurer - The Treasurer shall be responsible for all funds of the corporation and place the same in reputable financial institutions as may be approved by the Board of Directors. Such money shall only be withdrawn by check signed by the Treasurer and President and for the payment of such bills as shall have been approved by the Board of Directors. The Treasurer shall keep an accurate record of all transactions and render a detailed report with vouchers at any meeting of the Board of Directors when requested and detailed report shall be presented to each member at the corporation's Annual Meeting. The Treasurer shall be bonded.

G. Sergeant-At-Arms - It shall be the duty of the Sergeant-At-Arms to see that all members maintain themselves in an
orderly manner during meetings.

H. Reporter - The Reporter shall prepare materials for mass media of activities for the corporation as the organization deems necessary.

I. Parliamentarian - It shall be the duty of the Parliamentarian to interpret and advise the presiding officer on the parliamentary conduct and procedures of all meetings.

J. Chaplain - The Chaplain shall plan and conduct the invocation at all meetings of the corporation.

ARTICLE IX
STANDING COMMITTEES

The standing committees shall be (1) Program, (2) Welfare, (3) Social, (4) Membership, (5) Historical and Research, (6) Auditing, (7) Nomination, (8) Awards, (9) Constitution, and (10) Alabama Education Association. The President shall appoint the members of the Social, Membership, Historical and Research, Auditing, Awards, Constitution and Alabama Education Association committees with all standing committees having representation from each of the Extension districts. The nomination committee shall be selected by the Board of Directors. The President-Elect shall serve as Chairman of the Program Committee and the Vice-president shall serve as Chairman of the Welfare Committee.

ARTICLE X
JUNIOR AND SENIOR DIRECTORS

The directors of the corporation shall be two from each Cooperative Extension district consisting of one Senior Director
and one Junior Director. The Junior and Senior Directors shall be elected by members of each district at the Annual Meeting. The Junior Director shall automatically advance to the position of Senior Director. In the event that the Senior Director is transferred from his/her district or resigns from Extension during his/her term in office, the Junior Director will automatically assume the duties of the Senior Director, and the Board of Directors will appoint a new Junior Director.

The Senior Director shall preside at his/her respective District meeting and be responsible for presenting matters of action to members of the District. The Senior Director shall serve as liaison between the District and the corporation. He/she shall be responsible for leading the election to fill the Junior Director position during the Annual meeting. Junior Directors shall recruit members within their respective districts and submit membership applications to the Financial Secretary.

**ARTICLE XI**

**MEETING**

The corporation shall hold an annual meeting at the time and place selected and approved by members attending the Annual Meeting. A notice of each Annual Meeting shall be sent to all members and incoming Extension personnel since the last Annual Meeting at least 30 days prior to the date of the Annual Meeting.

Two-thirds of the membership present at the Annual Meeting shall constitute a quorum which will be authorized to transact any business duly presented at any meeting of the corporation.
ARTICLE XII
BY LAWS

The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation. The bylaws of this corporation may be adopted, amended, altered, or repealed by a vote of two-thirds (2/3) of the members present at any annual or special meeting of the membership.

Any member proposing amendments to the bylaws must submit the same to the Financial Secretary at least 60 days prior to the annual meeting so that the proposed amendments will reach the members of the organization at least 30 days before the Annual Meeting. These proposed amendments will be acted upon at the Annual Meeting.

ARTICLE XIII
LIABILITY

There shall be no individual liability on the part of officers, directors or members of the Board of Directors for the obligations or other liabilities of the corporation, and the private property of such persons shall be exempt from all liability of the corporation.

ARTICLE XIV
FINANCES AND DISSOLUTION

Investment of Funds. Investment of the surplus funds of the corporation over and above the cash requirements of its operations may be made by the treasurer on its behalf and in its name.
within the limitations of law and as authorized from time to time by the Board of Directors.

**Distribution of Assets.** No distribution of the assets of the corporation shall be made until all debts are fully paid and then only upon its final dissolution and surrender of organization and name as otherwise provided by law: nor shall any distribution of assets be made except by a vote of a majority of the directors of the corporation. However, this prohibition shall not operate to prevent the corporation, while acting in the capacity of agent, from receiving and distribution or disbursing any fund or funds. In the case of final dissolution of the corporation, any funds remaining after all expenses and obligations are fully satisfied shall be distributed to one or more organizations that provide scholarships to 4-H and other worthy youth and have purposes consistent with purposes of this corporation and that are in compliance with laws governing tax exempt organizations and none of the assets will be distributed to any officer or director of the corporation.

**ARTICLE XV**

**ARTICLES OF INCORPORATION**

The articles of incorporation of the corporation may be amended in conformity with the provisions of the 1975 Code of Alabama, Title 10, Section 234 and in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and direction that it be submitted to a vote of its members at a meeting thereof which may be either
2. Written or printed notice setting forth the proposed amendment, or a summary of the changes to be effected thereby shall be given to each Director at such meeting in the manner herein provided for giving notice of meetings.

3. The proposed amendment shall be submitted to the Board of Directors at such meeting and shall be adopted upon receiving at least two-thirds of the votes of the Board of Directors.
ARTICLE XVI
INCORPORATORS

The names and addresses of the incorporators are:

Brenda M. Allen, 2524 Noble Street, Anniston, Alabama 36201
Richard Ford, Post Office Box 2743, Jasper, Alabama 35501
Mazie H. Wilson, 2216 McDaniel Avenue, Anniston, Alabama 36201
William Norwood, Post Office Box 582, Linden, Alabama 36748
Paul Waddy, 1311 Rocky Brook Road, Opelika, Alabama 36801

The incorporators hereby certify as to the truth of the foregoing statements and they request that this certificate be accepted and filed by the Probate Judge of Lee County, Alabama, and that the necessary certificate be provided by him to the Secretary of State and that all other things be done that the incorporation of this corporation be fully completed as provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporators have hereunto affixed their signatures on this 14th day of July, 1992.

[Signatures]

Brenda M. Allen
Richard Ford
Mazie H. Wilson
William M. Norwood Jr.
P. H. Waddy Jr.
STATE OF ALABAMA

LEE COUNTY

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Brenda M. Allen, Richard E. Ford, Mazie H. Wilson, William Norwood, Paul Waddy, whose names are signed to the foregoing Certificate of Incorporation, and who are known to me, acknowledged before me on this day, that, being informed of the contents of the said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 14th day of July, 19...