

Articles of Incorporation and By-Laws

Libraries Southwest

*MS/T*

ARTICLES OF INCORPORATION

Article I

The name and title of this corporation shall be:

"Libraries Southwest"

and under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession, for a period of ninety-nine years from and after the date of this act, during which time it, generally, shall possess all the powers, rights, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized to possess under the Constitution and Laws of this State, and particularly under Title 12, Sec. 210269, Louisiana Revised Statutes.

Article II

The domicile of this corporation shall be Lake Charles, Calcasieu Parish, State of Louisiana, and the location and address shall be 411 Pujos Street, Lake Charles, Louisiana 70601, and the registered agent shall be Mrs. Lynda M. Lee, 411 Pujos Street, Lake Charles, Louisiana 70601.

Article III

The purpose of this organization is to promote and enhance libraries and library services in the organizational area.

Article IV

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its members, 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 III hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1954 (or the corresponding provision of any future United States Internal Revenue Law.

Article V

Upon the dissolution of the corporation, the corporation 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 the time qualify as exempt organizations under section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the corporation shall determine. Any of such assets not

These Articles of Incorporation may be amended by the Board of Directors by a favorable vote of 2/3 of the Board subject to change or repeal of the Articles so made by a vote of 2/3 of

Article IX

Annual meeting of the membership will be held as set by the by-laws. Special meetings of the members of the corporation may be called by the Board of Directors at such times and places that said Board shall determine.

Article VIII

This corporation is organized on a non-stock basis pursuant to the laws of the State of Louisiana as hereinbefore set forth. There shall be no ownership of stock in the corporation but there shall be classes of membership, Individual and Institutional, and members shall be admitted by payment of membership dues as set forth in the by-laws by the Board of Directors.

Article VII

(d) All members of the Board of Directors are voting members, and a quorum consists of four members. The Chairman of Board does not introduce motions or vote on them except to break a tie.

(c) The Board of Directors shall have the power to make, alter and annul such By-Laws, rules and regulations for the government of this corporation as a majority of the board members may deem proper.

The Board of Directors shall fill a vacant position, who will serve the remainder of the unexpired term member to a two-year term. Thereafter all will be elected to a two-year term except those the first election will be as follows: Each group will elect one member to a one-year term and one Terms of office shall be for two-year, commencing with the election. Terms of office for otherwise shall be filled by election by the remaining members of the Board.

(b) Election of the Directors may be at a meeting or by mail and will be held annually in the spring. Any unexpired term occurring among the Directors by death, resignation, or

Until March 1, 1990, the Board of Directors shall be Mr. J. C. Reina, Rt. 1 Box 111, Grand Chenier, LA 70643; Mrs. Margie Rowzee, 910 Rinckney, Leesville, LA 71446; Ms. Cheryl Cooper, P.O. Box 400, 6th Street, Oberlin, LA 70655; Mrs. Lily Smith, 205 S. Washington, Deridder, LA 70634; Mrs. Sherry Baumgardner, 315 Eiseman Road, Apt. 13, Leesville, LA 71446; and Mrs. Alma Smith, Rt. 3 Box 87, DeQuincy, LA 70633.

(a) The corporate powers and management of this corporation shall be vested in and exercised by a Board of Directors of six (6) members composed of two (2) members from each of the three groups: Trustees; Public Library Directors; and Academic, School, Special, and Other Members.

Article VI

so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.



members present. Changes to the charter must be made at a meeting subsequent to notification by mail to all members at least 30 days prior to the meeting.

Article X

Membership dues, as paid in, as well as contributions made to this corporation for its use in the furtherance of its objectives and purposes, may be used in the discretion of the Board of Directors, to carry out the objectives and purposes of this corporation, or may be employed or invested so that the revenues therefrom may be used to carry out the objectives and purposes of this corporation, provided, however, that said investments may be converted thereafter into cash, and the proceeds used, as required, to carry out the objectives and purposes of this corporation.

Article XI

No member of this corporation shall ever be liable to responsible for the contracts, debts, or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

BY-LAWS  
LIBRARIES SOUTHWEST

Article 1 - Meetings

(Section 1) Meetings of the Board of Directors shall be held in the spring and fall at time and place as set down in notice of meeting.  
(Section 2) The Board will elect officers annually at the spring meeting. The budget will also be adopted at that meeting.  
(Section 3) A quorum for the transaction of business shall consist of 4 members of the Board at all meetings.

(Section 4) Special meetings may be called by the Secretary at the direction of the President, or at the request of 3 members, for the transaction of business as stated in the call for meeting.  
(Section 5) Notices of all regular meetings shall be mailed by the Secretary to all members at least five days before the meeting date.  
(Section 6) The annual meeting of the membership will be held in the spring.

Article 2 - Officers

(Section 1) Officers of the Board shall be President, Vice-President and Secretary all of whom are elected from the Board. A Treasurer shall be appointed by the Board.  
(Section 2) Consideration of potential board members to fill vacancies of office shall be at the first regular meeting of the Board after the vacancy occurs. A member thus appointed shall fill the unexpired term.  
(Section 3) The Secretary of the Board shall keep a true and accurate account of all proceedings of the meeting; shall issue notices of all meetings; shall have custody of the minutes and other records of the Board; and upon authorization of the President shall notify the board membership of any vacancies of the Board. Upon consultation with the President she shall prepare the agenda for all meetings.

(Section 4) The President of the Board shall preside at all meetings, appoint all committees, authorize calls for meetings, and generally perform the duties of a head official.  
(Section 5) In the absence of the President, the Vice-President shall exercise the President's functions; and may upon request of the President, take over any duties he is unable to perform.  
(Section 6) The Treasurer shall be appointed by the board and bonded. The Treasurer shall have charge of funds and income; shall sign checks on the account when bills are presented in the manner prescribed by the Board; and shall report periodically on the state of such funds to the Board.

Article 3 - Resolutions and Orders

(Section 1) A majority of the votes of all members of the Board present shall be necessary for the adoption or passage of any resolution or order.

(Section 1) Special committees for the study and investigation of special problems or for the performances of specially assigned tasks may be appointed by the President, such committees to serve until the completion of the work for which they were appointed.

Article 4 - Committees

(Section 1) The order of business at the regular meeting of the Board shall be:

1. Call to order, Calling of the roll
2. Approval of minutes as distributed
3. Report of Board members
4. Unfinished business; Reports of committees
5. New business
6. Report of Treasurer
7. Adjournment

Article 6 - Dues

The following dues schedule will apply:

Organizational category:	\$ 25.00
Tax budget under \$100,000	\$100.00
\$100,000-\$299,000	\$200.00
\$300,000-\$599,000	\$300.00
\$600,000-\$1,000,000	\$400.00
over \$1,000,000	\$ 5.00
Individual category:	

Article 7 - Sections

Membership shall be divided into two (2) Sections: Institutions and Individual. The Institutions Section shall be composed of the official representative of each Institution member. The Individual Section shall be composed of all individual members. Both sections may adopt any rules of operation or By-Laws for that section.

Article 8 - Amendments

These by-laws may be amended at any regular meeting by a majority vote, provided the proposed amendment was stated in the call for the meeting.

Adopted: March 5, 1987  
Revised: September 30, 1987  
Revised: November 15, 1995

LIBRARIES SOUTHWEST

Board of Directors\*

TRUSTEES:

Mrs. Margaret Findley  
1999-2001  
P.O. Box 786  
Iowa, LA 70647

Mrs. Beth Kilman  
1998-2000  
1011 S. Texas Street  
Beauregard Parish Library Board  
DeRidder, LA 70634

PUBLIC LIBRARIES:

Mrs. Trudy Patterson  
1998-2000

Jeff Davis Parish Library  
P.O. Box 356  
Jennings, LA 70546

Mrs. Ursula Jones  
1999-2001

Calcasieu Parish Library  
301 W. Claude Street  
Lake Charles, LA 70607

ACADEMIC, SCHOOL AND SPECIAL LIBRARIES:

Corinne Pearce  
1999-2001

Northwestern State University - Leesville Division  
3329 University Parkway  
Leesville, LA 71446

Mrs. Nancy Khoury  
1998-2000

Frazar Memorial Library  
McNeese State University  
Lake Charles, LA 70609

Officers 1999-2000

Nancy Khoury, President  
Trudy Patterson, Vice President  
Martha Verkuissen, Treasurer  
Ursula Jones, Secretary

\*Elected April 1999