

# New IALL Articles of Incorporation and Bylaws

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Over the past several months we have been working to incorporate IALL as a not-for-profit, tax-exempt organization. For many reasons, this action is long overdue.

At first we sought to incorporate as inexpensively as possible, enlisting the aid of legal students at one of our universities. Unfortunately, their level of expertise and inability to see the project through from beginning to end made it clear that we needed to seek professional legal help. Accordingly we retained the services of Quarles and Brady, Milwaukee, Wisconsin. Their attorneys did an excellent job of matching legal jargon and requirements for incorporation with IALL's rather unusual organizational structure and traditions.

As part of the 2001 Elections, the IALL members overwhelmingly approved transferring IALL assets to the new corporation. Although the articles of incorporation and bylaws have been posted at the IALL website (<http://iall.net/articles.pdf> and <http://iall.net/bylaws.pdf>), we now print them in the IALL Journal as an official record.

For those of you familiar with the workings of IALL, a few changes should be noted. For example, the five persons that now make up the IALL board also constitute the new Board of Directors. However, the names of two of the offices were changed to meet legal corporate requirements: the Business Manager is now the Treasurer, and the Secretary-Parliamentarian is now the Secretary. The other three board members (President, President-Elect, and Programs Director) remain the same.

The council members remain the same, but now council votes are not necessarily binding on the board. In order to provide for the necessary legal corporate control, the executive board is required to retain final decision making powers. However, in practice, and as noted in our policies and procedures manual,

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we continue to operate on a collaborative basis with the council, and in certain cases require that the board consult with the council.

Finally, the new articles and bylaws are somewhat more explicit, spelling out, for example, specific voting methods, meeting requirements, and so forth. Nevertheless, we have been able to use wording in many cases that preserves a great deal of organizational flexibility.

We hope you'll all take the time to familiarize yourself with our new articles of incorporation and bylaws, and that you'll recognize how IALL, indeed, is an organization of and for its members. Your involvement is not only valued, but is essential if we are to maintain our excellence. ♦