

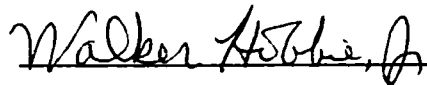
CERTIFICATION OF INCORPORATION
OF
ALABAMA ASSOCIATION OF PUBLIC PERSONNEL ADMINISTRATORS

STATE OF ALABAMA)
MONTGOMERY COUNTY)

I, the undersigned Walker Hobbie, Jr., Judge of Probate of Montgomery County, Alabama, hereby certify that the Certificate of ALABAMA ASSOCIATION OF PUBLIC PERSONNEL ADMINISTRATORS

has this day been filed for record in the Probate Court of Montgomery County, Alabama; and that the Certificate of Incorporation has been recorded in compliance of Title 10-3A of the Code of Alabama.

IN WITNESS WHEREOF, I, the said Walker Hobbie, Jr., as the Judge of Probate of Montgomery County, Alabama, hereunto set my name and affix my seal of said probate on this the 2nd day of March, 19 90.



WALKER HOBBIE, JR.

JUDGE OF PROBATE
MONTGOMERY COUNTY, ALABAMA

STATE OF ALABAMA)
MONTGOMERY COUNTY)


ARTICLES OF INCORPORATION
OF
ALABAMA ASSOCIATION OF PUBLIC PERSONNEL ADMINISTRATORS

The undersigned, acting as incorporator of a corporation under the Alabama Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Alabama Association of Public Personnel Administrators.

SECOND: The period of its duration is perpetual.

THIRD: This corporation is not organized for profit and the purposes for which the corporation is organized and the objects to be carried on and promoted by it are as follows:

(A)(i) To improve and enhance the personnel administration of the various municipalities, towns, public utilities, counties, public organizations or subdivisions thereof, located in the State of Alabama through developing the knowledge and professionalism of those individuals commonly known as personnel directors, directors of human resources, personnel managers, personnel technicians, personnel specialists, and/or individuals vested with the powers and responsibilities of administering personnel systems in their respective municipal and county governmental agencies. All such individuals are hereinafter referred to as "Personnel Administrators." 

(ii) To establish a cohesive group of individuals who have the routine responsibilities of personnel administration, main-

FAX: (251) 937-0367

From: Susan Lovett
Sent: Tuesday, June 10, 2008 3:33 PM
To: Andrea Legrone
Subject: FW:

From: Montoya, Barbara [mailto:bmontoya@montgomeryal.gov]
Sent: Wednesday, June 04, 2008 3:14 PM
To: nreichenberg@ipma-hr.org
Cc: charlie.lassiter@revenue.alabama.gov; donald@personnelboard.org; jnolen@pelhamonline.com; hamilton@hiwaay.net; jpace-isom@nwscs.cc.al.us; sking@mawss.com; Susan Lovett
Subject:

Neil,

Attached is a proposed amendment to the Articles of Incorporation of the Alabama Chapter. The purpose of the change is to increase eligibility for membership in our local chapter. **I believe that IPMA-HR currently extends membership to professionals in the areas we propose to add.** Please let me know, as soon as possible, if you see a conflict.

We must notify our membership of proposed changes at least 30 days in advance of the vote. Susan Lovett, Secretary, will distribute the proposal to our members this week and we hope to vote on the proposal at our regular meeting July 16, 2008.

Thanks, Neil.

Barbara Montoya

**Proposed Amendment to Articles of Incorporation and By-Laws
Alabama Association of Public Personnel Administrators**

ARTICLES OF INCORPORATION

THIRD: This corporation is not organized for profit and the purposes for which the corporation is organized and the objects to be carried on and promoted by it are as follows:

(A)(i) To improve and enhance the personnel administration of various municipalities, towns, public utilities, counties, public organizations or subdivisions thereof, located in the State of Alabama through developing the knowledge and professionalism of those individuals commonly known as personnel directors, directors of human resources, personnel managers, personnel technicians, personnel specialists, and/or individuals vested with the powers and responsibilities of administering personnel systems in their respective municipal and county governmental agencies. All such individuals are hereinafter referred to as "Personnel Administrators", **including individuals who provide support or assistance to Personnel Administrators, including but not limited to, elected officials, risk managers, consultants, professors, instructors and teachers in the area of human resource management and employment law, and attorneys who practice in the area of employment law. Members have all rights and privileges of membership except that only certified Alabama HR Professional/Specialist may serve as members of the education committee.**

BYLAWS

ARTICLE II

MEMBERSHIP

Section 1. MEMBERS. The corporation shall be a membership corporation. Members shall be natural persons who are Personnel Administrators (as defined in this corporation's Articles of Incorporation). Initially, the members shall consist of one hundred five (105) members. The initial membership shall be those individuals listed on Exhibit "A" attached hereto and incorporated herein by reference. Without limiting any other provisions contained herein, such individuals shall remain members only so long as they continue to pay their annual dues. New members may join the corporation upon their application to and approval by the Board of Directors and their payment of their annual dues as established by the Board of Directors from time to time, so long as they are Personnel Administrators as defined in the Articles of Incorporation of the corporation. Members may be removed by the Board of Directors for any reason which it deems sufficient at any meeting of the Board of Directors if such proposed action was included in the notice of such meeting.

Proposal to Amend Educational Committee Policy

The Education Committee will be responsible for determining guidelines and requirements for certification in AAPPA and future training courses.

Members of the committee will include current officers who hold the designation of Alabama Certified Public Personnel Professional/Specialist, a representative from the Center for Governmental Services at Auburn University and the number of Alabama Certified Public Personnel Professional/Specialist required to create a committee of seven (7) members.

Members who serve on the Education Committee must be certified with the AAPPA designation, with the exception of the Center for Governmental Services representative, and must be dues paying members. Education Committee members who miss two consecutive meetings without cause may be replaced at the discretion of the Executive Board.

tenance of personnel records, and all related personnel functions performed for the various municipalities, towns, public utilities, counties, public organizations or subdivisions thereof located in the State of Alabama. That through this organization, there will be a greater recognition, understanding and appreciation of the growing importance of the personnel functions in the foregoing municipal and county governmental units.

(iii) To bring about the enlistment and training of qualified employees as personnel administrators in both the municipal and county governmental units in the State of Alabama.

(iv) To exchange and disseminate information, ideas, and techniques in an expanding and dynamic personnel environment where it is essential to keep all Personnel Administrators informed.

(v) To endeavor to further the corporation's purposes by joint efforts with the Alabama League of Municipalities, the Association of County Commissions of Alabama, the Center for Governmental Services at Auburn University and all other organizations, agencies and associations having purposes similar to the corporation's.

(B) To do all such things as may be necessary or convenient to achieve the foregoing purposes.

(C) To do and exercise any and all general powers, whether herein enumerated or not, which a nonprofit corporation may or can exercise under the Constitution and laws of the State of Alabama, but especially under and pursuant to the Alabama Nonprofit Corporation Act, as amended.

FOURTH: This corporation shall be a nonprofit corporation with no stock. No part of the net earnings of this corporation shall enure to the benefit of or be distributed to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such payments and distributions as are necessary to further the purposes set forth herein. This corporation shall in no way participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Additionally, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1986 or any subsequent statute of similar import.

FIFTH: On the dissolution of this corporation, its Board of Directors shall, after paying or making provisions for the payment of all liabilities of this corporation, dispose of all of the assets of this corporation, if any, exclusively in a manner which is deemed by the directors to be in furtherance of the purposes of this corporation, which manner may include but not be limited to a transfer of all or part of this corporation's assets to one or more organizations that are organized and operated for purposes similar in nature to the corporation's purposes and that shall at all times, qualify as exempt organizations under Section 501(c) (3) or 501(c) (6) of the Internal Revenue Code of 1986 or any subsequent

statute of similar import. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for, or to one or more organizations that the court determines are organized and operated exclusively for purposes similar to the corporation's purposes and which are tax-exempt under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, or any subsequent statute of similar import.

SIXTH: The corporation shall be a membership corporation. The members shall be Personnel Administrators who are selected, removed and shall have such rights as set forth from time to time in the corporation's bylaws.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

(A) Although there may be more than one member who is employed by a single municipality, town, public utility, county, public organization or subdivision thereof, only one vote shall be cast at any meeting of the members for all of the members employed by each municipality, town, utility, county, public organization or subsection thereof. Members shall be selected, removed and have such rights as set forth in the corporation's Bylaws.

(B) It shall not be necessary to amend these Articles of Incorporation in order to change the number of directors of this corporation, and any such changes may be made by amendment to the Bylaws.

(C) The initial Bylaws of this corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested solely in the Board of Directors.

(D) Directors of the corporation shall be natural persons who are elected by the corporation's members pursuant to the Bylaws.

(E) These Articles may only be amended by the Board of Directors with the approval of two-thirds of the votes of members entitled to be cast at a duly constituted meeting of the members.

EIGHTH: The address of the initial registered office of the corporation is Post office Box 1111, Room 226, City Hall, Montgomery, Alabama 36101-1111, and the name of its initial registered agent at such address is Barbara M. Montoya.

NINTH: The number of directors constituting the initial board of directors is six, three of whom shall be nonvoting ex-officio members of the board. The names and addresses of the persons who constitute the initial Board of Directors are as follows:

VOTING MEMBERS

Kay Bentley
P. O. Box 1089
Athens, AL 36111

EX-OFFICIO MEMBERS

Dr. Keith J. Ward, Director
Center for Governmental Services
2232 Haley Center
Auburn University, AL
36349-5225

David C. Winsor
918 Government Street
Mobile, AL 36604

Barbara M. Montoya
P. O. Box 1111
Montgomery, AL 36101-1111

Perry C. Roquemore, Jr.
Executive Director
Alabama League of Municipalities
535 Adams Avenue
Montgomery, AL 36104

D. H. Sharpless
Executive Director
Association of County
Commissions of Alabama
100 N. Jackson Street
Montgomery, AL 36104

TENTH: The name and address of the sole incorporator is
Barbara M. Montoya, Post Office Box 1111, Room 226, City Hall,
Montgomery, Alabama 36101-1111.

Dated: March 2, 1990.

Barbara M. Montoya
Barbara M. Montoya, Incorporator

Prepared by:

D. Kyle Johnson
Capell, Howard, Knabe & Cobbs, P.A.
57 Adams Avenue
Montgomery, Alabama 36104

STATE OF ALABAMA
MONTGOMERY COUNTY
RECORDS DEPARTMENT

01	INDEX	1.00	
02	REC FE	25.00	
	TOTAL		26.00
03-02-90 219792			

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