

BY - LAWS
OF
THE ALABAMA JOURNAL OF MATHEMATICS, INC.

ARTICLE I

INTRODUCTION

- Section 1.** Name: The name of this Corporation is The Alabama Journal of Mathematics, Inc.
- Section 2.** Definition of By-Laws: These By-laws constitute the code of rules and procedures adopted by The-Alabama Journal of Mathematics, Inc. for the regulation and management of its affairs.
- Section 3.** Purposes and Powers: The Corporation shall exist as a nonprofit corporation for the purposes stated in its Articles of Incorporation, including specifically that of publishing a mathematics journal, the title of which shall be The Alabama Journal of Mathematics (hereinafter the “Journal”), and with the powers stated in the said Articles.
- Section 4.** Seal: The Corporation may adopt a seal, which shall be circular in form and shall bear on its outer edge “The Alabama Journal of Mathematics, Inc., an Alabama Non-profit Corporation” and in the center the words “Corporate Seal.”
- Section 5.** Office: The principal office of the Corporation shall be at University, Alabama, 35486. The Corporation may maintain other offices either within or without the State of Alabama as its business requires.

ARTICLE II

BOARD OF DIRECTORS

- Section 1.** Duties: The Board of Directors shall be vested with the complete control and management of the affairs and business of the Corporation. The Directors shall act as a Board, regularly convened, and by a majority of those present at a meeting at which a quorum exists, except as otherwise provided in these By-laws.
- Section 2.** Number: The Board of Directors shall consist of eight persons. Subject to the limitation that there must always exist a minimum of four (4) Directors, the number of Directors may be increased or decreased from time to time by amendment to these By-laws in the manner hereinafter provided. No decrease in number shall have the effect of shortening the term of any incumbent Director, so that upon a decrease each Director in office shall continue to serve until the expiration of his term, his resignation, or his removal.

- Section 3.** Structure: The Board of Directors shall be so structured that four (4) of the Directors shall be members of the Alabama Council of Teachers of Mathematics (hereinafter “ACTM”) and four Directors shall be members of the Alabama Association of College Teachers of Mathematics (hereinafter “AACTM”). No change in the number of Directors shall alter the equal representation of the ACTM and the AACTM on-the Board.
- Section 4.** Election: Election to the offices of President and Vice President of the ACTM shall constitute election to the Board of Directors of the Corporation, and the remaining two Directors from the ACTM shall be elected by the members thereof at the time of the regular election of officers. Similarly, election to the offices of President and Vice President of the AACTM shall constitute election to the Board of Directors of the Corporation, and the remaining two Directors from the AACTM shall be elected by the members thereof at the time of the regular election of officers. A Director may be elected to more than one successive term.
- Section 5.** Term of Office: The individuals constituting the initial Board of Directors, as named in the Articles of Incorporation, shall hold office until their successors are elected by the ACTM and AACTM, as set forth herein above. Thereafter, each Director shall hold office for the term for which he was elected by such organization and/or until his successor has been duly elected, except that in the case of those Directors elected by virtue of their election as President or Vice President of such organizations their respective terms shall not extend beyond the time they actually hold such organizational office.
- Section 6.** Resignation and Removal: A Director may resign his office at any time, such resignation to be in writing and to take effect on the date specified without the necessity of acceptance by the Board of Directors. A Director may be removed from office by the organization from and by which he was elected, pursuant to the due procedures of such organization.
- Section 7.** Vacancies: Vacancies occurring in any of the four directorships to which an individual was elected by virtue of his election to the office of President or Vice President of the ACTM or AACTM shall be filled by the election by the appropriate organization of a new President or Vice President, as the case may be. Vacancies occurring in any of the other four directorships shall be filled by appointment by the President of the organization from which the former Director was elected.
- Section 8.** Chairman: At each annual meeting, the Board of Directors shall elect from its members a Chairman, who shall preside over the meetings of the Board and perform such other duties as may be prescribed by law or these By-laws.

Section 9. Meetings: There shall be one regular meeting of the Board of Directors annually. It shall be held on the second Saturday in May at the principal office of the Corporation without other notice than this By-law, or at such other time and place as to which such notice as is required for a special meeting is given to each Director. Special meetings may be called at any time by the Chairman and must be called by him upon the written request of any two (2) Directors. Personal, oral, telephonic, telegraphic, or written notice shall be duly expressed, sent, served upon, delivered, or mailed to each Director not less than two (2) days before such special meeting. Attendance of a Director at any meeting shall constitute a waiver of notice thereof, except when a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened. A waiver of notice in writing signed by the Director entitled thereto, whether given before, concurrent with, or subsequent to such meeting, shall be equivalent to the giving of such notice.

Section 10. Quorum: A quorum shall be a majority of the Directors in office. The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

Section 11. Action by Written Consent: Any action required by law or by these By-laws to be taken at a meeting of the Board of Directors of the Corporation may be taken without such meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors in office.

Section 12. Liability: No Director shall be liable to anyone for any of his acts in behalf of the Corporation or any omissions with respect to the Corporation, except for his own culpable neglect or default. Neither shall a Director be liable for the act or failure to act of any other Director.

ARTICLE III

OFFICERS

Section 1. Roster: The Corporation shall have the following Officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as the Board of Directors may designate. A single individual shall be permitted to hold concurrently the offices of President and Treasurer.

Section 2. Election and Term: The Officers shall be elected annually by the Board of Directors. The term of office of all Officers shall be for a period of one (1) year, except that any Officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the Directors in office.

- Section 3.** President: The President will be the chief executive officer of the Corporation and will, subject to the control and direction of the Board of Directors, administer the operations and supervise the affairs of the Corporation. The President will be responsible for the carrying out of the orders and resolutions of the Board of Directors and will perform all the usual and customary duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors. In addition, the President shall act in the capacity of managing editor of the Journal. As such, he shall oversee all matters having to do with publication of the Journal, including the selection and acceptance of materials to be included therein.
- Section 4.** Vice President: The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.
- Section 5.** Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these By-laws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be assigned from time to time by the Board of Directors.
- Section 6.** Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, will render reports and accountings to the Board of Directors on a quarterly basis, and will perform in general all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be assigned from time to time by the Board of Directors.

ARTICLE IV

COMMITTEES

- Section 1.** Editorial Committee: The Board of Directors may, by appropriate resolution, designate an Editorial Committee which shall consist of two (2) or more Directors and such other individuals as may be appointed by the Board and shall be divided into such sub-committees as may be specified by the Board. The Editorial Committee shall advise and assist the President and the Board of Directors in soliciting and evaluating material for publication in the Journal. It shall have such further duties, authority, and powers as may be prescribed in such resolution, subject to the limitation that it shall not have nor exercise any authority of the Board of Directors in the management of the Corporation.

Section 2. Other Committees: The Board of Directors may, by appropriate resolution, from time to time appoint other committees with membership of two (2) or more Directors and such other individuals as may be appointed by the Board and with such lawful duties, authority, and powers as may be prescribed in such resolution.

Section 3. Continuing Directorship Responsibility: The creation of any committee and the delegation of any duty, authority, or power to it shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

ARTICLE V

OPERATIONS

Section 1. Fiscal Year: The Board of Directors may, by appropriate resolution or other order, determine a fiscal year on the basis of which the Corporation shall set up its accounting system. In the absence of such a resolution, the Corporation shall use the calendar year as its fiscal period.

Section 2. Books and Records: The Corporation shall keep correct and complete books and records of account, and it shall also keep minutes of the proceedings of its Board of Directors and directorial committees. Such books and records shall be maintained at the principal office of the Corporation and shall be open to inspection by any Director for any proper purpose at any reasonable time.

Section 3. Execution of Documents: Except as otherwise provided by law; checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation will be signed by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and countersigned by the Secretary, and the same shall have attached thereto copies of the resolutions of the Board of Directors, certified by the Secretary, authorizing their execution.

Section 4. Stock: The Corporation will not have or issue shares of stock. No dividend shall be paid to any Director or Officer of the Corporation.

Section 5. Compensation: No part of the assets, income, or net earnings of the Corporation shall at any time be distributable or inure to the benefit of any Director or Officer. No Director or Officer of the Corporation shall receive any compensation for services rendered to the Corporation in such capacity. However, the Corporation may pay compensation in a reasonable amount to any person, including a Director or Officer, for bona fide services rendered to or for the Corporation affecting its exempt purposes, and it may pay reimbursement to any such individual for actual expenses incurred in conducting the business and affairs of the Corporation.

Section 6. Loans: The Corporation will make no loans to any of its Directors or Officers.

Section 7. Limitations: Notwithstanding any other provision of the By-laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 © (3) of the Internal Revenue Code of 1954 and regulations issued pursuant thereto, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170 © (2) of the Internal Revenue Code and said Regulations as they now exist or may hereinafter be amended, and it shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its exempt purposes, as set forth in the Articles of Incorporation.

ARTICLE VI

DISSOLUTION

Section 1. Authorization: Dissolution of the Corporation may be effected by the adoption of a resolution to dissolve by an affirmative vote of a majority of the Directors in office. Subsequent to such. resolution, dissolution shall occur in accordance with the procedures required by law.

Section 2. Distribution: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the exempt purposes set forth in the Articles of Incorporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as an exempt organization under Section 501 © (5) of the Internal Revenue Code of 1954, or the corresponding provision of any future federal tax laws, as the Board of Directors shall determine. No Director or Officer of the Corporation or any other private individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation.

ARTICLE VII

INDEMNIFICATION

All Directors and Officers, including those formerly in office, shall be indemnified by the Corporation for and against expenses actually, necessarily, and reasonably incurred in connection with the defense of any action, suit, or proceeding in which the Director or Officer is made a party by reason of being or having been a Director or Officer, except in relation to matters as to which he is adjudged in such action, suit, or proceeding to be guilty of negligence or misconduct in the performance of his duties.

ARTICLE VIII

AMENDNENT5

Section 1. Articles of Incorporation: The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors in office. Subsequent to such resolution, articles of amendment shall be executed by the Corporation and filed in the Office of the Judge of Probate, as required by law.

Section 2. By-laws: The power to alter, amend, or repeal these By-laws, or to adopt new by-laws, insofar as is allowed by law, is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors in office.