

BYLAWS
OF
FRIENDS OF THE STATE LIBRARY AND ARCHIVES OF FLORIDA, INC.

ARTICLE I

NAME AND LOCATION

Section 1. The name of this corporation is Friends of the State Library and Archives of Florida, Inc.

Section 2. The principal place for the transaction of the business and affairs of the Friends of the State Library and Archives of Florida, Inc. (or "FSLAF" "Corporation") shall be in Leon County, Florida, or at such other locations as determined by the Board of Directors, and the principal office for the transaction of its business and affairs shall be at such place as designated by the Board.

ARTICLE II

PURPOSE AND OBJECTIVE

Section 1. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, this corporation is organized to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Department of State, Division of Library and Information Services (~~State Library and Archives of Florida~~), or individual program units of the State Library and Archives of Florida.

Section 2. The mission of the corporation of the Friends of the State Library and Archives of Florida, Inc. is ~~organized~~ to:

(a) Promote the interests and welfare of the State Library and Archives of Florida and to assist the State Library and Archives of Florida in carrying out its mission and achieving its goals; and

(b) Encourage in fundraising, programs, services, and other activities that will promote the visibility of the State Library and Archives of Florida and increase public awareness of its mission, functions, programs, activities, and needs; and

(c) Develop and provide merchandise for fundraising and marketing as deemed appropriate by the corporation and the State Library and Archives of Florida; and

(d) Provide a vehicle for grant funding for the State Library and Archives of Florida for special projects and the development and distribution of educational materials regarding the State Library and Archives of Florida's library; archives; records management; ~~and laws, code, and administrative weekly programs;~~ and library development programs.

(e) Make expenditures, distributions, and publications to or for the benefit of the State Library and Archives of Florida; its library; archives; records management; ~~and laws, code, and administrative weekly programs~~ and library development programs.

ARTICLE III

OWNERSHIP

Section 1. The ~~FSLAF Corporation~~ shall not issue shares of stock, ~~but a Certificate of Membership, which shall contain the statement, printed prominently upon the face of the Certificate: "The FSLAF Friends of the State Library and Archives Inc. is a non-profit corporation. No dividends shall be paid, and no part of the income of the FSLAF Corporation shall be distributed to the Incorporator, Members; or Board, except in accordance with the rules of the Internal Revenue Code, with respect to a 501(c)(3) organization."~~²²

ARTICLE IV

FISCAL YEAR AND CORPORATE SEAL

Section 1. The fiscal year of the ~~FSLAF Corporation~~ shall be July 1- June 30. The period of its existence shall be perpetual.

Section 2. The Board shall provide a suitable corporate seal, which will be in circular form, embossed in nature and stating, "Corporate Seal" "Florida" year of incorporation, the name of the ~~FSLAF Corporation~~, and the non-profit status of the ~~FSLAF Corporation~~.

ARTICLE V

MEMBERSHIP

Section 1. Members shall consist of any individual or business entity and shall be without the right to vote.

Section 2. The FSLAF Corporation shall keep a true and accurate membership record, listing names and addresses of all members. The records shall be kept at the principal office of the FSLAF Corporation. All members ~~must immediately~~ are encouraged to notify the Secretary of the FSLAF Membership Coordinator, in writing, of change in their address.

Section 3. With the exception of Life Member, ~~M~~memberships are for a one-year period and may be renewed annually. The initial membership categories shall be:

(a) Life Member – Any individual, corporation, or organization that has paid the life membership fee.

(b) Affiliate Organizations – Organizational membership for other Friends of the Library groups and similar archives organizations, records management organizations, or related support groups.

(c) Business Friend – Corporation, partnership, organization, or business.

(d) Family – Families including children under age 18.

(e) Individual

(f) Library or Archives Employee

(g) Senior – Any individual aged 65 or over.

(h) Student – Any full-time student at any level; “full-time student” means full-time as defined by the institution in which the student is enrolled.

Evidence of qualification for a specific category of membership may be required. The Board shall establish the dues for each category of membership.

The Board may establish additional categories from time to time.

Section 4. Membership in the FSLAF Corporation shall be terminated in any one of the following manners:

(a) By voluntary written resignation accepted by the Board.

(b) By resolution of the Board, without cause. Such resolution shall be adopted by a majority vote at any meeting of the Board at which a quorum is present.

(c) By expulsion for any violation of these bylaws, or any rules or regulations adopted by the FSLAF Corporation as determined by a majority vote at any meeting of the Board at which a quorum is present.

(d) By voluntary or involuntary dissolution of the member, if the member is a corporation, firm, affiliation, or other business entity.

Upon termination of membership, all rights, titles, and interests which a member may have had or acquired in the FSLAF Corporation shall immediately cease. Notwithstanding the foregoing, before any membership shall cease against a member's will, ~~he/she~~ they shall be given an opportunity to be heard by the Board.

Section 5. Termination of a member for any reason shall not relieve that member as to any existing financial obligation owed by the member to the FSLAF Corporation.

Section 6. Should any member of the FSLAF Corporation be a corporation, firm, affiliation, or business entity, it shall designate, in writing, the name of the person authorized to represent it in relations with the FSLAF Corporation and may from time to time designate such representative by written notice delivered to the FSLAF Corporation. Each member of the FSLAF Corporation shall have but one representative.

Section 7. Except as otherwise provided herein, membership is nontransferable or assignable.

Section 8. Any member having been terminated and wishing again to become a member may be reinstated at any time by action of the Board, upon receipt of written application for such reinstatement, the advance payment of any dues for the period for which such reinstatement becomes effective, with a showing satisfactory to the Board that the default which was the basis for the termination has been suitably corrected.

Section 9. No member shall be considered to be in good standing if it is determined by a majority vote at a meeting of the Board, at which quorum is present, that ~~he/she is~~ they are delinquent in any of ~~his/her~~ their financial obligations to the FSLAF Corporation.

Section 10. No member shall have any vested right; interest; or privilege of, in, or to the assets, functions, affairs, or franchises with the corporation; or any rights; interests or privileges which may be transferable or inheritable, to include the right to vote on matters relating to the corporate affairs of the FSLAF Corporation or the membership of its Board.

ARTICLE VI

FUNDS AND FINANCES

Section 1. All monies received by the FSLAF Corporation shall be used and administered for the purposes set forth in Article IV of the Articles of Incorporation of the FSLAF Corporation and the bylaws, as the Board may from time to time determine. All determinations of the Board concerning the expenditures of funds so held for the members shall be final and conclusive.

Section 2. The FSLAF Corporation may accept funds from any individual, association, or corporation for any purpose consistent with its purposes as set forth in these bylaws. All funds shall be deposited to the account of the FSLAF Corporation.

Section 3. The Board may enter into contracts or execute and deliver any legal instruments in the name of and on behalf of the FSLAF Corporation, with prior approval from the State Library and Archives of Florida.

Section 4. The ~~Treasurer, State Librarian, or his/her designee,~~ have has authority to sign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the FSLAF Corporation if the expenditure is authorized in the adopted budget or otherwise approved by the Board. Expenditures over ~~\$10,000.00~~ \$1,500 must be approved ~~subsequently~~ by the Board. The State Librarian is delegated with the limit of authority on individual expenditures of up to \$1,500. The Finance Coordinator is responsible for making deposits, providing monthly financial reports to the Board and preparing all other annual corporate financial and/or tax reports and filings.

Section 5. All funds of the FSLAF Corporation shall be deposited as soon as feasible after receipt to the credit of the FSLAF Corporation in such depositories as the Board may select.

Section 6. The Executive Committee may accept on behalf of the FSLAF Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the FSLAF Corporation.

Section 7. The fiscal year of the FSLAF Corporation shall begin on July 1st and end on June 30th of each year.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The term of office for the Directors of the FSLAF Corporation shall be as follows:

(a) The Directors shall be appointed by the Secretary of State and shall serve for a term of two (2) years and may serve no more than three (3) consecutive two (2) year terms;

(b) A Director's term shall end on the expiration of same or until such time as a successor is appointed and/or until earlier resignation, death, or removal.

Section 2. Each member of the Board shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 3. Any Director or Executive Committee Member may be removed ~~as a Director~~ by the State Librarian ~~in~~ at the State Librarian's sole discretion.

Section 4. The Secretary of State shall appoint a Director to replace a vacancy, which occurs on the Board by reason of death, resignation or removal. Such Director shall serve during the unexpired term of the Director whose position has become vacant.

~~Section 4. The State Librarian shall appoint a Director to fill a vacancy which occurs on the Board of Directors by reason of death, resignation, or removal. Such Director shall serve during the unexpired term of the Director whose position has become vacant.~~

Section 5. The Board shall:

(a) Be the chief governing body of the FSLAF Corporation.

(b) Determine all policies for the operation of the FSLAF Corporation. Its decisions shall be binding upon the FSLAF Corporation.

(c) Establish the dues for each category of membership.

(d) Adopt an annual budget, prior to the beginning of the fiscal year, based on the draft budget submitted by the Executive Committee.

(e) Confer with the President, through advice and consent, on the establishment of standing and temporary committees and the terms of membership to such committees.

(f) Enter into contracts or execute and deliver legal instruments in the name of and on behalf of the FSLAF Corporation, with approval of the State Library and Archives of Florida.

(g) Approve any budgeted expenditure over ~~\$10,000~~ \$1,500.

(h) Approve any changes to the budget during the course of the fiscal year.

(i) Amend the bylaws under the provisions of Article XI.

Section 6. The Executive Committee of the FSLAF Corporation shall consist of a President, Secretary, and Treasurer, who shall be elected by the Board at the Annual meeting of the Board for ~~one~~two-year (±2) terms.

~~Section 7. Executive Committee members shall serve until such time as a successor is elected and/or until earlier resignation, death, or removal. Any Executive Committee member elected or appointed may be removed by an absolute majority of the Board if, in their judgment, the best interest of the FSLAF will be served.~~

Section 87. The Board shall elect an Executive Committee member to fill a vacancy in an office. An Executive Committee member elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

Section 98. The Board shall adopt formal position descriptions for the officers and committee members.

Section 109. Executive Committee members:

President - The President shall be the principal executive officer of the FSLAF Corporation and shall in general supervise and control all of the business and affairs of the FSLAF Corporation. ~~He/she~~ They shall preside at all meetings of the members, the Board, and the Executive Committee. ~~He/she~~ They may sign, with the Secretary or any other officer of the FSLAF Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other Director or agent of the FSLAF

Corporation; and in general ~~he/she~~ they shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

Secretary - The Secretary shall ~~keep the minutes of the meetings of the members, the Board, and the Executive Committee; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the FSLAF and affix the seal of the FSLAF to all documents, the execution of which on behalf of the FSLAF under its seal is duly authorized in accordance with the provisions of these bylaws; keep an accurate record of the address of each member, which shall be furnished to the Secretary by each member~~ call roll, establish quorum and present minutes to the Board at all meetings of the Board; shall have first review of all meeting minutes; shall manage communications between the Board and the general public; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to ~~him/her~~ them by the President or by the Board.

Treasurer - The Treasurer shall ~~have charge to oversee and be responsible for all funds and securities of the FSLAF; receive and give receipts for moneys due and payable to the FSLAF from any source whatsoever and deposit all such moneys in the name of the FSLAF in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws~~ review, advise and present the proposed annual budget to the Board; present other budgetary matters to the Board at meetings; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to ~~him/her~~ them by the President or by the Board. ~~If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine, the cost of which shall be borne by this organization.~~

ARTICLE VIII

MANAGEMENT

Section 1. The business and property of the FSLAF Corporation shall be managed by the Board, consisting of not less than three (3) and no more than ~~five~~ six (6) Directors who shall be appointed by the ~~State Librarian~~ Secretary of State.

Section 2. The Board shall have control and management of the affairs of the FSLAF Corporation, with authority to engage and discharge employees and agents of the FSLAF Corporation; fix salaries; admit, suspend; or expel members; create and appoint

committees; and do everything necessary and desirable in the conduct of the business of the FSLAF Corporation, and in accordance with the bylaws.

Section 3. Except as may be expressly provided otherwise in the bylaws, a majority of the Directors shall constitute a quorum for the transaction of all business at any meeting of the Board and affirmative vote of a majority of the Directors constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these bylaws.

Section 4. The Board may authorize an Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the FSLAF Corporation and such authority shall be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or other person shall have the power or authority to bind the FSLAF Corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or to any amount.

Section 5. ~~The Board shall approve the expenditure of all monies from the funds of the FSLAF, provided, however, that it may authorize a revolving fund as a petty cash fund for a series of small expenditures by the Treasurer prior to approval, but subject to ratification for proper corporate purposes.~~

Section 6. ~~The Board shall designate the bank or banks for depository and drawing purposes. All checks issued by the FSLAF should be signed by either the Treasurer, State Librarian, or his/her designee.~~

ARTICLE IX

MEETINGS

Section 1. ~~Annual Meeting - The membership of the FSLAF shall meet at least once each year, on a date and at a place to be determined by the Executive Committee. At the annual meeting, the membership shall transact such business as may properly be brought before the meeting. A quorum shall consist of the members present.~~

Section 21. Board Meetings - The Board will meet at least ~~two~~ four (24) times during each period of twelve (12) months ~~following the annual membership meeting, at times and places to be determined by the Board. The Board may make decisions via mail, electronic mail, or telephone.~~ A quorum for any meeting of the Board shall consist of a majority of voting Directors.

The Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of adjournment.

~~Section 3. Executive Committee Meetings—The Executive Committee may make decisions via mail, electronic mail, or telephone. The votes of all meetings shall be reported in the next open session of the Board. At any meeting of the Executive Committee, a quorum shall consist of a majority of voting members.~~

~~The Executive Committee members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.~~

~~Section 4. Special Meetings—Special meetings of the FSLAF may be called at the President's discretion, upon request of the Executive Committee, or upon written request of at least twenty five (25) members. Special meetings called by the President pursuant to a request of the Executive Committee or the members shall be held within thirty (30) days after receipt of such requests.~~

~~Section 5. Notice of Meetings—Written, printed, or e-mail notice of membership meetings shall be sent to the last known address of each member, as shown in the records of the FSLAF, stating the place, day, and hour of any meeting of members and shall be mailed to each member not less than fourteen (14) nor more than fifty (50) days before the date of such meeting.~~

~~Section 6. Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the Directors, or all the members of the Committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the Committee. Such consent will have the same effect as a unanimous vote.~~

Section 2. Meetings will be noticed in accordance with Section 286.011, *Florida Statutes*.

ARTICLE X

RECORD KEEPING

Section 1. The FSLAF Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, Executive Committee, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. The public may view and inspect all books and records of the FSLAF Corporation for any proper purpose at any reasonable time.

ARTICLE XXI

LIABILITY

Section 1. The Board of Directors may authorize the FSLAF Corporation to pay expenses incurred by, or to satisfy judgment of fine rendered or levied against, a present or former director, officer, or employee of the FSLAF Corporation in an action brought by a third party against such person (whether or not the FSLAF Corporation is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee, or by the FSLAF Corporation or by both, provided the Board determines in good faith that such director, officer, or employee was acting in good faith within what ~~he/she~~ they reasonably believed to be the scope of their employment or authority and for a purpose which ~~he/she~~ they reasonably believed to be in the best interest of the FSLAF Corporation or its members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

Section 2. ~~No member of the FSLAF shall be liable except for unpaid dues and no personal liability shall in any event attach to any member of the FSLAF in connection with any of its undertakings; but its liabilities shall be limited to its common funds and assets. The FSLAF may purchase and maintain, at its expense, insurance to protect itself and any member serving as director, officer, or agent against any such liability. The Executive Committee shall have the authority to authorize the Treasurer to borrow money or incur any other similar indebtedness in the name of or on behalf of the FSLAF, to the extent that such debt is secured by certificates of deposit or similar investments held by the fund benefiting from the money borrowed. Contracts in the normal course of the conduct of its affairs may be entered into. No obligation shall be incurred by such contracts beyond the amount on hand or in the bank,~~

~~including certificates of deposit or similar investments, after deducting there from, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.~~

ARTICLE XIXII

AMENDMENTS

Section 1. These bylaws may be repealed, amended, or altered, or new bylaws may be adopted by a majority vote at any meeting of the Board of Directors.

Section 2. All amendments of the bylaws by the Board of Directors will be reported to the Membership at the next ~~annual~~ meeting following such amendment.

Section 3. The members shall be bound by and conform to all of these bylaws, as they exist at the time of their joining the ~~FSLAF~~ Corporation, or as they may thereafter be changed or amended.

ARTICLE XIXXIII

PROXIES

Section 1. There shall be no proxies of Directors.

ARTICLE XIXXIV

DISSOLUTION

Section 1. Dissolution of the ~~FSLAF~~ Corporation may be accomplished as provided in Section 617.1402, Florida Statutes.

The Board of Directors ratified these bylaws of the Friends of the State Library and Archives of Florida, Inc. unanimously on the ____ day of _____, 20189.

WITNESS verbal approval ~~via conference call~~ of the Board of Directors of Friends of the State Library and Archives of Florida, Inc.:

Gene Coppola, President
Friends of the State Library and Archives, Inc.

Amy Johnson, Director
Division of Library and Information
Services