

**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 "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, or individual program units of the State Library and Archives of Florida.

**Section 2.** The mission of the Division is to "manage the State Library and Archives; support public libraries, direct record management services and is the designated information resource provider for the state of Florida." The mission of the Corporation of the Friends of the State Library and Archives of Florida Inc. is 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 fundraising, programs, services, collaboration, communication 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 in coordination with the Division, 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 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 library development programs.

### ARTICLE III

#### OWNERSHIP

Section 1. The Corporation shall not issue shares of stock. The 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 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.

### ARTICLE IV

#### FISCAL YEAR AND CORPORATE SEAL

Section 1. The fiscal year of the 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 Corporation, and the non-profit status of the 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 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 Corporation. All members are encouraged to notify the Membership Coordinator, a Division staff member, in writing, of change in their address.

**Section 3.** With the exception of Life Member, 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 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 Corporation as determined by a simple 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 Corporation shall immediately cease. Notwithstanding the foregoing, before any membership shall cease against a member's will, 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 Corporation.

**Section 6.** Should any member of the 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 Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each member of the 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 a quorum is present, that they are delinquent in any of their financial obligations to the 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 Corporation or the membership of its Board.

## **ARTICLE VI**

### **FUNDS AND FINANCES**

**Section 1.** All monies received by the Corporation shall be used and administered for the purposes set forth in Article IV of the Articles of Incorporation of the 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 Corporation may accept funds or other in-kind contributions from any individual, association or corporation for any purpose consistent with its purposes as set forth in these bylaws and consistent with the mission of the Division. All funds shall be deposited to the account of the 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 Corporation, with prior approval from the State Library and Archives of Florida.

**Section 4.** The State Librarian, a Division staff member, or Corporation Treasurer 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 Corporation if the expenditure is authorized in the adopted budget or otherwise approved by the Board. Expenditures over \$1,500 must be approved by the Board. The State Librarian is delegated with the limit of authority on individual expenditures of up to \$1,500. The Finance Coordinator, a Division staff member, 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 Corporation shall be deposited as soon as feasible after receipt to the credit of the Corporation in such depositories as the Board may select per

Department policy.

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

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

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of the 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) The Board shall consist of no more than nine (9) Directors;
- (c) 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.** The Secretary of State may remove any Director or Executive Committee Member on the recommendation on the majority of the Board. Two (2) unexcused absences from a regularly scheduled Board meeting by a Director in a given fiscal year will constitute an automatic resignation.

**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 5.** The Board shall:

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

(b) Determine all policies for the operation of the Corporation. Its decisions shall be binding upon the 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 Corporation, with approval of the State Library and Archives of Florida.

(g) Approve any budgeted expenditure over \$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 XII.

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

**Section 7.** The Board shall elect an Executive Committee member to fill a vacancy in the Executive Committee. 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 8.** The Board shall adopt formal position descriptions for the officers and committee members.

**Section 9.** Executive Committee members:

**President -** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings. The President may sign, with another member of the Executive Committee to implement Article II, 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 of the Corporation; and in general 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 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 them by the President or by the Board.

**Treasurer** - The Treasurer shall 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 them by the President or by the Board.

## ARTICLE VIII

### MANAGEMENT

**Section 1.** The business and property of the Corporation shall be managed by the Board.

**Section 2.** The Board shall have control and management of the affairs of the Corporation, with authority to engage and discharge employees and agents of the 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 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 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 Corporation by any contract or engagement to pledge its credit or to



render it liable for any purpose or to any amount.

## ARTICLE IX

### MEETINGS

**Section 1. Board Meetings** - The Board will meet at least four (4) times during each period of twelve (12) months which will include at least one face-to-face meeting. A quorum for any meeting of the Board shall consist of a majority of voting Directors.

A Director that is unable to be present at a face-to-face meeting may participate, as authorized by the President, 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.

The State Librarian or any two (2) Board Directors may call special meetings of the Board.

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

## ARTICLE X

### RECORD KEEPING

**Section 1.** The 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 Corporation for any proper purpose at any reasonable time.

## ARTICLE XI

### LIABILITY

**Section 1.** The Board of Directors may authorize the 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 Corporation in an action brought by a third party against such person (whether or not the 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 Corporation or by both, provided the Board determines in good faith that such director, officer or employee was acting in good faith within what they reasonably believed to be the scope of their employment or authority and for a purpose which they reasonably believed to be in the best interest of the Corporation or its members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

## ARTICLE XII

### 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 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 Corporation, or as they may thereafter be changed or amended.

**Section 4.** These bylaws shall be reviewed at least every five years from the last date of adoption.

ARTICLE XIII

PROXIES

Section 1. There shall be no proxies of Directors.

ARTICLE XIV

DISSOLUTION

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

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The Board of Directors ratified these bylaws of the Friends of the State Library and Archives of Florida Inc. unanimously on the 24 day of MARCH, 2019.

WITNESS of the Board of Directors of Friends of the State Library and Archives of Florida Inc.:

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

  
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Amy Johnson, State Librarian