

**BY-LAWS**  
**SEWARD COMMUNITY LIBRARY ASSOCIATION, INC.**

**Article 1. Name**

1.1 Name. The name of this organization shall be Seward Community Library Association, Inc. (herein after referred to as the SCLA), also known as, "Friends of the Library."

**Article 2. Purpose**

2.1 Purpose: SCLA is a non-profit organization that exists to enhance literacy in our community by supporting the Seward Community Library services, programs and resources, preserving SCLA historical resources and providing educational opportunities through scholarships and other programs. (9.2017 By Laws review/Approved 10-7-2017 by BOD)

**Article 3. Membership**

3.1 Qualifications. Any individual, organization, club or business interested in supporting the mission of the SCLA is qualified for membership

3.2 Membership. Any individual, organization, club or business, after having made a written application and paid the required membership dues is an active member in good standing of the SCLA.

3.3 Classes of Membership. The Board of Directors (hereinafter referred to as the "Board") shall establish membership classes and associated privileges.

3.4 Lifetime Membership. A significant and important constituency of the SCLA currently holds Lifetime Memberships. Their standing will be upheld; however, the SCLA will no longer offer new Lifetime Memberships.

3.5 Honorary Member. An honorary member may be admitted to membership in the SCLA by vote of two-thirds (2/3) of the members of the Board, and may be any person deemed to have performed or given to the Association extraordinary services or benefits deserving of such action. An honorary member shall have the rights and privileges of any active contributing member. There shall be no annual dues for an honorary member.

3.6 Payment of Dues. The Board shall establish annual membership dues. The membership year shall be September 1st through August 31st. A notice that dues are payable shall be sent to each member, with the exception of life and honorary members, at least ten (10) days prior to the due date. Failure to pay dues shall be considered a resignation.



3.7 Benefits. Members in good standing shall be eligible for benefits as defined by the Board.

3.8 Voting. Each paid membership shall be entitled to one (1) vote.

#### **Article 4. Board of Directors**

4.1 Qualifications. Any member in good standing interested in serving on the Board of Directors (Board) may submit a letter of interest or stand for election at the annual meeting.

4.2 Number. The business, property, and affairs of the SCLA shall be managed by a Board composed of seven (7) persons. The Board may increase or decrease the number of directors, if it is found to be justified and will contribute to the betterment of the conduct of the affairs of the SCLA. The number must remain odd and shall be no less than five (5) persons.

4.3 Ex-Officio. Ex-Officio members may include the Director of the Library or their designee, and others appointed by the board. All ex-officio members shall be non-voting members of the Board.

4.4 Tenure: Board members will be elected to serve two (2) year terms provided that terms shall be staggered so that approximately one-half (1/2) of the terms expire at the Annual Meeting each year. Upon adoption of these by-laws, current board members will draw for one and two year seats. Thereafter, all seats will be or two year terms.

4.5 Vacancy. Any mid-term vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor of that seat.

4.6 Consecutive Terms. Directors shall be eligible for two consecutive full terms. Unless otherwise waived by a majority vote of the Board, after serving two consecutive terms, one year will elapse before a director may be elected to another term.

4.7 Unexcused Absences. Absences from three consecutive scheduled meetings, unless excused by the Board, shall constitute automatic resignation from the Board. The Board shall immediately fill the vacancy so created.

4.8 Compensation. The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the SCLA with the authority of the Board.

4.9 Conflict of Interest. No member of the Board may discuss or vote on any question in which the member has a direct or indirect financial interest. Such interest shall be disclosed prior to discussion on the issue. The presiding officer shall determine if a



conflict exists. The decision of the presiding officer may be overridden by a majority of the Board.

## **Article 5. Officers**

5.1 Qualification. All Officers will be members in good standing of the Board.

5.2 Number. The officers of the SCLA Board shall be a president, vice president, recorder, and treasurer. The remaining Directors shall be considered Members-at-Large. No person shall hold multiple positions simultaneously.

5.2 Elections and Term of Office. At the Board meeting immediately following the annual membership meeting, officers will be elected from the Board to serve one (1) year terms.

5.3 President. The president shall set the agenda and preside over all meetings and oversee all of the assets, business and affairs of the SCLA. With Board assistance, develop annual objectives and with Board approval, appoint special committees as may be deemed advisable

5.4 Vice President. The Vice President shall assume the duties of the President in the absence or incapacity of the President, and shall succeed to the office of the President on the latter's resignation until the end of the president's term.

5.5 Recorder. The Recorder:

- a. keep minutes of all Board and membership meetings;
- b. notifies members of the time and place of duly scheduled meetings;
- c. maintains corporate records of the SCLA;
- d. maintains a list of members including addresses, phone numbers, and e-mail addresses; and
- e. co-signs all corporate documents.

5.6 Treasurer. The Treasurer:

- a. is responsible for the collection, safekeeping, and disbursement of all funds and assets of the SCLA;
- b. keeps and maintains records of all financial transactions of the SCLA;
- c. submits a financial report of the SCLA's transactions and financial status at Board meetings and the annual membership meeting; and
- d. prepares documents, as required by statute or regulation, for the IRS and State of Alaska, related to the finances of the SCLA.

## **Article 6. Meetings**

6.1 Place of Meeting. All meetings of the Board and general membership shall be held at the Seward Community Library Museum (SCLM), unless otherwise specified.

6.2. Annual Meeting. The annual meeting of the SLCA shall be held in September of each year, unless otherwise specified by the board. At the annual meeting the members shall elect the Board, and conduct such other business as may properly come before the membership. Nominations may be made from the floor.

6.3 Organizational meeting of the Board. Immediately, following the annual meeting, the Board shall convene for the purpose of electing officers and transacting other business.

6.4 Regular Meeting of the Board. The regular meeting of the Board shall be held the third Thursday of each month, unless otherwise specified.

6.5 Special Meetings. The President or a majority of the Directors may call a special meeting of the Board for any purpose.

6.6 Notice of Annual and Special Meeting of Members. At least ten (10) days prior to the date of the annual meeting or any special meeting, notice of time, place and purposes of such meeting shall be sent to each member by e-mail or be posted in social media.

6.7 Notice of Special Board Meetings. Notice of a special meeting stating the place, day, hour and purpose of the meeting shall be given to each Director orally or e-mail.

6.8 Order of Business. The normal order of business for all meetings shall be:

- a. Approval of Minutes
- b. Correspondence and Communications
- c. Financial Report
- d. Report of Special Committees
- e. Old Business
- f. New Business
- g. Library Museum Director's report
- h. Adjournment

The Board may alter the normal order of business to expedite the business of the SCLA

6.9 Quorum of Directors. A majority of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors, present at a meeting at which a quorum is present shall be the act of the Board.

6.10 Voting Privileges. Each active member of the SCLA with voting privileges shall, at every meeting of the members, be entitled to one vote in person upon each subject properly submitted to vote.



6.11 Voting by Members. All business of the SCLA brought to a vote before the members of the SCLA shall be determined by the affirmative vote of a majority of the members present.

6.12 Electronic Voting. Voting by electronic means, such as e-mail, is authorized, so long as the vote is certified in the minutes of the next regularly scheduled meeting of the Board.

## **Article 7. Administration and Finances**

7.1 Contracts. The Board may authorize any officer or officers, or agent or agents to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the SCLA.

7.2 Loans. No loans shall be contracted on behalf of the SCLA.

7.3 Checks, Drafts, etc. All checks, drafts or other orders for payment of, in the name of the SCLA requires signatures of two (2) duly authorized members of the Board.

7.4 Deposits. All funds of the SCLA not otherwise employed shall be deposited from time to time to the credit of the SCLA in such banks, trust companies or other depositories as the Board may select.

7.5 Minutes of Meetings; Books and Records. The SCLA shall keep correct and complete books and records of account, minutes of the proceedings of its members, Board and appointed committees, and such other records as may be necessary or advisable. Any member or any member's agent or attorney may inspect all books and records of the SCLA.

7.6 Records. The SCLA shall maintain and keep current a permanent archival or electronic record of the activities of the SCLA, along with a register of names and addresses of Board members.

a. This record shall consist at a minimum the: Articles of Incorporation, amendments to the Articles; By-laws; By-laws amendments; Resolutions; copies of biennial corporation reports to the State of Alaska; approved minutes of annual meetings and Board meetings; quarterly financial statements; copies of IRS filings; copies of past newsletters.

b. All records to be stored in the designated SCLA storage unit in the basement of the Seward Community Library Museum.

7.8 Fiscal Year. The fiscal year is July 1 - June 30.



7.9 Gifts and Grants. The Board may accept gifts, grants, bequests and donations on behalf of the SCLA for any general or specific purpose consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code. SCLA has historic resource items known as the SCLA Collections. SCLA will retain and care for SCLA Collections in standard archival methods with the goal of preserving and making the collection accessible to the public. The historic SCLA Collection includes;

- a) Photographs
- b) Documents
- c) Art Work
- d) Artifacts
- e) Fabric items such as embroidered cloth and quilts
- f) Other miscellaneous items as identified in inventories

(9.2017 By Laws review/Approved by the BOD 10-7-2017)

7.10 Financial Review. A review of financial affairs shall be accomplished in sufficient time to provide an annual financial report and recommendations to the Board and membership at the Annual Meeting.

7.11 Audit. At such time as the financial circumstances of the SCLA warrant, the Board may elect to choose an independent audit firm to conduct an audit.

7.13 Liability. No member of the SCLA shall be liable except for unpaid dues, and no personal or financial liability shall in any event be attached to any member of the association in connection with any of its undertakings

7.14 Standard Accounting Practice. The SCLA shall follow generally accepted accounting practice in all of its financial dealings.

7.15 Investment Policy and Planning. The Board shall develop, adopt, and periodically update an Investment Policy for the SCLA's currently reserved funds. The Board may seek the assistance of a qualified financial advisor in developing and updating this policy.

7.16 Disbursement of Funds. No part of the funds of this organization may be paid to any member, directly or indirectly, nor may be used to benefit any member, except for reimbursement for approved purchases and services.

7.17 Fiduciary Responsibility.

- a. All decisions of the Board, shall be made solely on the basis of a desire to promote the best interest of the SCLA in carrying out its charitable purposes.
- b. To the full extent permitted by law, and subject only to those limitations expressly stated in AS 10.20.151(d) and (e), no Director of this corporation shall have any personal liability to the corporation for monetary damages for the breach of fiduciary duty as a director. This provision shall apply in addition to, and not in substitution for, indemnification provisions contained in this corporation's by-laws or provided by contract.

## Article 8. Amendments

8.1 Amendments. The bylaws may be amended or replaced in whole or part by a two thirds (2/3) majority vote at a duly organized Board meeting.

8.2 Review. The Board or an appointed committee shall review the By-Laws not less than every two (2) years

## Article 9. Dissolution

9.1 Procedure. This corporation may be dissolved by a majority vote of the general membership present and voting at a meeting held no earlier than two weeks after notice of the intent to dissolve has been sent in writing to all members, giving the time and place of such meeting.

9.2 Disposal of Assets. Upon dissolution, the assets of the SCLA shall be distributed in accordance with the Articles of Incorporation and amendments thereto, and applicable provisions of the Internal Revenue Code for non-profit, tax exempt organizations.

## Article 10. Parliamentary Procedures

10.1 Rules of Procedure. The current edition of Robert's Rules of Order, when not in conflict with the Articles of Incorporation, these by-laws, or the laws of the State of Alaska, shall govern the proceedings of this organization.

By Laws approved by SCLA BOD: Date: 10/5/2019

SCLA Recorder: Casie Warner Casie Warner

SCLA Treasurer: Phyllis Shoemaker Phyllis Shoemaker

SCLA President: Mary Tougas Mary Tougas

***These by-laws were the result of a committee review process and replace the 2015, 2017 by-laws, approved by the BOD September 19, 2019***

SCLA Alaska Friends of the Library By-Laws approved by BOD, Oct 7, 2017