

**BYLAWS OF  
SEFLIN (SOUTHEAST FLORIDA LIBRARY INFORMATION NETWORK), INC.  
(As Amended August 16, 2013)**

**ARTICLE I – NAME**

The name of this corporation shall be SEFLIN (Southeast Florida Library Information Network), Inc.

**ARTICLE II – MEMBERS**

*Section 1. – Library Membership.* Any library or library system within the Southeast Florida service region may apply to become a member of SEFLIN by submission of an application form to the Executive Director. SEFLIN members have the option to include satellite or branch libraries when the primary location of the member library or library system falls within the SEFLIN service region and the satellite libraries are located in the State of Florida. Qualifications for memberships are described in Article II, Section 3 – Qualifications for Membership.

The Board of Directors, in accordance with the membership criteria stated in Article II, Section 3, will act upon membership applications. The Board of Directors will consider all applications and make a recommendation on acceptance based on a majority vote of the entire Board membership.

In the event that the vote is positive on membership, the Board will offer the prospective member a membership in SEFLIN. Membership in SEFLIN is activated upon payment of annual dues. Annual dues may be prorated, at the discretion of the Board, for the proportion of the first year during which the member is participating in SEFLIN. Members who have paid dues for the year and subsequently unilaterally resigned or have had their membership terminated by the Board will not have any dues refunded.

*Section 2. – Dues.* The Membership Council retains the right to set membership fees.

*Section 3. – Qualifications for Membership.* SEFLIN library membership is available to all libraries or library systems in the Southeast Florida service region, upon approval of the Board and payment of membership dues as determined by the Membership Council, provided that these libraries or library systems agree to share resources and participate in SEFLIN activities. The Board of Directors shall judge applications for new membership based on the readiness of the prospective member to:

- Provide an established library or information center with resources sufficient to serve its primary clientele,
- Provide an established operating budget that includes a minimum of one full-time professional staff member with an ALA accredited graduate degree in library and information studies or, for school libraries, a graduate degree and certification by the State of Florida as an educator with library media on their teaching certificate.

- Have an Internet accessible online catalog with records in a nationally recognized standard format such as MARC or a subsequent standard,
- Share materials with SEFLIN members without cost,
- Participate in resource sharing and provide interlibrary loan to SEFLIN members and other Florida libraries, and
- Support SEFLIN's vision, mission, and activities

Section 4. – Resignation. Membership is for a 12-month period beginning on October 1, the start of SEFLIN's fiscal year. Notice of intent not to renew membership must be given 60 days prior to October 1. Absent such notice, dues are payable on October 1. Dues that have been prepaid for the subsequent year will be refunded to member libraries that have given timely notice of resignation.

Section 5. – Removal. A member library may be removed from membership status by a unanimous written vote of all Board members, not including the Board member representing the member library being voted upon.

Section 6. – Membership Priority. In order to maintain its not-for-profit status, SEFLIN shall give membership priority to not-for-profit, educational or governmental institutions. At the discretion of the Board of Directors, a limited number of for-profit institutions may be admitted to membership, so long as the total membership dues from for-profit institutions do not exceed 15% of SEFLIN's total membership dues

### **ARTICLE III – MEMBERSHIP COUNCIL**

Section 1. – Powers. The SEFLIN Membership Council shall have the power to elect members to the Board of Directors; review, adopt, and amend the Bylaws; approve the strategic plan; approve changes to membership dues levels; and review the annual proposed budget.

Section 2. – Membership Representation. Each member library institution shall have one voting representative. These representatives shall normally be the member library institution's highest-ranking administrator (or an officially delegated alternate, or an interim administrator in the case of a vacancy in chief administrator) to represent the institution.

Where dues are paid jointly for all the constituent libraries of a member institution (e.g. by a local unit of cooperation, by the main and law libraries of a university, or by all branches of a state university or college library), the member institution shall be entitled to one representative on the Membership Council. It shall be the prerogative of the Member institutions to inform SEFLIN regarding who will officially represent the member on the Membership Council.

Section 3. - Membership Meetings. The SEFLIN Membership Council shall have two meetings per year. The fall meeting will be the Annual Meeting. Business at the Annual Meeting will include elections of members of the SEFLIN Board of Directors, review of the Strategic Plan, and any changes to the Bylaws. The Board of Directors will report to members at the Annual Meeting of Members.

SEFLIN Membership Council Meetings shall be open to the public. The President or the Vice President/President-Elect, if the President is absent, shall act as chairperson for the meeting.

Section 4. – Quorum. A quorum of the Membership Council shall be one-third of the voting representatives. A quorum must be present to transact business at the Membership meeting.

Section 5. – Voting. Each member library's voting representative on the Membership Council shall have one (1) vote. Each voting representative unable to attend a Membership meeting may send an alternate who has the power to vote in that person's stead, except as otherwise provided in these Bylaws. When a quorum is present, votes are decided by the majority of those present, except for a Bylaws change, which will be decided by a two-thirds positive vote of those present. All voting at a Membership meeting may be done by voice, but any representative may request a written ballot.

Section 6. – Proxy. Proxy votes are not allowed. Voting representatives may designate an in-person alternate to attend a meeting and vote in the voting representative's stead.

## **ARTICLE IV – BOARD OF DIRECTORS**

Section 1. – Powers. All corporate powers of SEFLIN shall be exercised by or under the authority of the Board of Directors.

Section 2. – Membership Representation. The Board of Directors shall be composed of thirteen voting members elected from the Membership Council. The Board shall include the following representatives: at least two (2) each from large public libraries, from small / medium public libraries, from large academic libraries, from small / medium academic libraries, one (1) from K-12 schools and four (4) at-large members. The immediate past president shall serve as a voting member of the Board, regardless of term expiration. The executive director shall serve as non-voting advisor to the Board.

If a member of the Board of Directors fails to serve on the Board due to prolonged illness or death, resignation, removal from office, or lack of conscientious attendance at meetings, the Board of Directors will select a replacement from the same type of library to serve until the next regular election.

Section 3. – Terms of Office. The term of office for Board Members shall be three (3) years. The Board member's term will begin at the conclusion of the Annual Meeting when the election is held.

The first election of Board of Directors members will take place at the annual meeting following the approval of the Bylaws. The first election will have 1/3 of the directors elected for 3 year terms, 1/3 of the directors elected for 2 year terms, and 1/3 of the directors elected for 1 year terms. In subsequent years, directors will be elected for 3 year terms to fill open positions. Directors will be elected to fill vacant Board positions for the remainder of an uncompleted term.

Section 4. – Meetings. Regular meetings of the Board of Directors shall be held at least once in every calendar quarter. The President shall determine the day, hour, and place of the meetings

and shall announce the schedule of days, times, and places of meetings to the membership. Written notice of each meeting shall be sent by the Executive Director to each Director, not less than seven (7) days prior to the meeting.

The Executive Director shall provide written notice to all Directors of any changes to the meeting schedule at least fifteen (15) days prior to the date of the ordinarily scheduled meeting day or the new meeting date, whichever date occurs earlier. Special meetings may be called by the President, the Vice President, or any Director with at least a seven (7) day written notice provided to all Directors. The agenda for special meetings shall be limited to matters listed in the written notice of the special meeting.

Meetings of the Board of Directors shall be open to the public. The President or the Vice-President/President-Elect, if the President is absent, shall act as chairperson for the meeting. In the event of the absence of the President and the Vice President from a meeting of the Board, a President Pro Tem, shall be elected by the members of the Board.

Section 5. – Quorum. A quorum of the Board of Directors shall be a majority of the Directors. A quorum must be present to transact business of SEFLIN at the meeting.

Section 6. – Voting. Each member of the Board of Directors shall have one (1) vote. Each Director unable to attend a Board meeting may send an Alternate who has the power to vote in that Director's stead, except as otherwise provided in these Bylaws. All questions at a Board meeting will be decided by the majority of the Directors present, once a quorum is established, except for removal of a member (see Article II, Section 5). All voting at a regular meeting may be done by voice, but any Director may request a roll call.

Section 7. – Telephonic Meeting. Meetings of the Directors or of the Executive Committee may be conducted by conference telephone call or similar communications media if all persons participating in such meetings are able to hear/communicate with each other.

Section 8. – Transaction of Business Without a Meeting. To conduct significant matters of business such as approving contracts, making capital purchases of more than \$10,000, or electing officers, **outside** of a Board meeting, two-thirds (2/3) of all Directors must approve the business to be transacted through a mail/fax/e-mail vote. Alternatively, all the members of the Executive Committee may meet and conduct significant matters of business with a unanimous vote, if such business must be conducted in a time frame which precludes waiting until the next regularly-scheduled Board meeting. All votes taken outside the context of a regular, public meeting must be in writing.

Section 9. – Resignation or Removal. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary/Treasurer. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. Any Director may be removed from office by a two-thirds (2/3) vote of all of the Directors. Said removal shall be effective as of the date of such vote.

Section 10. – Waiver. Any Director may waive notice of any meeting or action. When a quorum is present at a regular meeting of the Board of Directors, a majority of all the Directors present may waive the notice and procedural requirements of the Bylaws.

## **ARTICLE V – OFFICERS**

Section 1. – Title. The Officers of SEFLIN shall be: a President, a Vice-President / President-Elect, a Secretary/Treasurer and such other officers as the Board of Directors may determine. The officers will be elected from members of the Board of Directors.

Section 2. – Election. All Elected Officers shall be chosen as soon as possible following the Annual Meeting election of members to the Board of Directors. No Officer may hold more than one office concurrently.

Section 3. – Term of Service. The Vice-President/President-Elect shall serve in such capacity for one year. The following year said official shall serve as President for one year. However, if the Office of President is vacated, the Vice-President/President-Elect shall become President immediately. If the Office of Vice-President/President-Elect should become vacant, the Board of Directors shall elect a new Vice-President/President-Elect for the remainder of the unexpired term. The Secretary/Treasurer shall be elected for a one-year term. A person may serve as Secretary/Treasurer for consecutive years. Should the Secretary/Treasurer be unable to serve for any reason, the Board shall appoint a new Secretary/Treasurer.

Section 4. – Resignation and Removal. An Officer may resign his or her office at any time, by giving notice to the Board of Directors, the President or the Executive Director. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board of Directors. Any Officer may be removed from the office by a two-thirds (2/3) vote of all of the Directors. Said removal shall be effective as of the date of such vote.

Section 5. – Powers and Duties.

(i) The President shall approve the agenda for, and preside at, all meetings of the Membership Council, Board of Directors, and Executive Committee. He or she shall perform all the duties commonly incident to the office, and perform such other duties as may from time to time be assigned by the Directors. Among the powers and duties of the President are, without limitation: to coordinate the efforts of members, SEFLIN staff and associated technical groups; represent SEFLIN at official functions; present a report of the activities of SEFLIN and of his or her conduct as President at the Annual Meeting at the conclusion of the term of office. The President shall appoint any committee and may appoint individuals to perform specific tasks. The President is an ex officio member of all committees and technical groups.

(ii) The Vice-President/President-Elect shall approve the agenda for and preside at, the meetings in the absence of the President. The Vice-President/President-Elect shall perform such other duties as may from time to time be assigned by the President, the Directors or the Executive Committee. At the Annual Meeting during which the Vice-

President / President-Elect takes office as President, he or she may present a plan of goals and activities for his term as President.

(iii) The Secretary/Treasurer shall preside at meetings of the Board of Directors in the absence of the President and Vice-President/President-Elect. The Secretary/Treasurer shall perform all the duties commonly incident to the office and such other duties as may from time to time be assigned by the Directors. The Secretary/Treasurer shall work with the Executive Director to provide the Directors with periodic reports on the finances of SEFLIN.

(iv) The Executive Director shall be the official representative of the Board of Directors and shall be responsible for the general day-to-day management of the affairs of SEFLIN, including responsibility for official files, giving prior notice for and keeping minutes of the meetings of the Board of Directors and disseminating information relating to the operation, finances and governance of SEFLIN to all Directors. He or she shall also have charge of SEFLIN's corporate records and seal; present an operations report for SEFLIN at each meeting of the Directors and an Annual Operations Report at the Annual Meeting; and perform such other duties as may be assigned to him or her by the President, the Board of Directors, or the Executive Committee. In addition, he or she shall keep full and accurate account of the Fund, providing the Directors with regular financial reports, including one report on the annual audit.

## **ARTICLE VI – COMMITTEES**

*Section 1. – Establishment of Committees.* The Board of Directors may establish such committees as deemed necessary for the operation and development of SEFLIN. The term of office of these committees shall be determined by the President upon approval by the Board. Standing committees of the Board may include the Executive Committee, Membership Committee, Nominating Committee, and Personnel Committee.

*Section 2. – Executive Committee.* The Executive Committee shall be composed of the President, the Immediate Past President, the Vice-President/President-Elect, the Secretary/Treasurer, and two Directors elected from the Board of Directors contemporaneously with the vote for the election of officers. The Directors at-large shall serve for a term of two years. The Executive Director serves on the Executive Committee as a non-voting advisor.

A vacancy in the position reserved for a Director shall be filled by another Director, who shall be appointed by the President for the remainder of the unexpired term. If a vacancy occurs in the position of Past President, it shall remain vacant until the incumbent President succeeds to said position.

The Executive Committee shall meet as it deems necessary. The Committee shall review any business requiring action and shall make recommendations to the Board of Directors. It shall also review the performance of SEFLIN within the framework of established contracts and procedures and shall make necessary recommendations pertaining thereto. Furthermore, it shall review contracts, establish procedures, make recommendations with reference to applications for

membership, and take such other actions as may be directed or authorized by the Board of Directors.

The majority of the members of the Executive Committee shall constitute a quorum, and the majority vote of the members of the Committee present, after quorum has been declared, shall be required to enact business of the Executive Committee. Matters may be handled by mail, e-mail, fax, or telephone in accordance with the provisions of these Bylaws regarding meetings of the Directors, and shall subsequently be confirmed in writing. All actions of the Executive Committee shall be reported in writing to the Directors at the next meeting of the Board of Directors, or when deemed sufficiently important by the President and the Executive Director, such action shall be reported in writing to the Directors within thirty (30) days after such action is taken, if a meeting of the Directors, is not already scheduled to be held within that period of time. Record of all actions of the Executive Committee shall be included in the minutes of the Board of Directors.

*Section 3. – Board Membership Committee.* The committee shall include three members of the SEFLIN Membership Council. The Chair of the Committee shall be the SEFLIN Immediate Past President and the Chair shall choose a minimum of two additional members to serve on the Committee. The Committee is charged to: (1) review the application for new members, make site visits, and report recommendations to the Board; (2) consider and advise on membership criteria; (3) consider and advise on membership dues; and (4) assist in identifying and recruiting new SEFLIN members.

*Section 4. – Board Nominating Committee.* The committee shall include three members of the SEFLIN Membership Council. The President of the Board of Directors shall appoint the a Board member as Chair of the Committee and the Chair shall choose two additional members of the SEFLIN Membership Council to serve on the Committee. The Committee is charged to: (1) annually present a slate to the Membership Council to fill vacant positions on the Board of Directors and (2) annually present to the Board a slate of Board officers for the coming year. The Nominating Committee shall announce the slate and recommended officers before the Annual Meeting.

*Section 5. – Board Personnel Committee.* The committee shall include three members of the Board. The Chair of the Committee shall be the SEFLIN Vice-President/President-Elect and the Chair shall choose two additional Board members to serve on the Committee. The Committee is charged to: (1) review the development of personnel policies for SEFLIN staff; (2) annually review the performance of the Executive Director and report to the Board; (3) address any special personnel concerns referred to the Committee; and (4) review reports from SEFLIN staff regarding the gross misconduct of the Executive Director.

## **ARTICLE VII – RECORDS AND FINANCE**

*Section 1. – Records.* All records of SEFLIN and the Board of Directors, including those of the Executive Director, shall be maintained at the offices of SEFLIN. Copies of the minutes of the meeting of the Board of Directors shall be sent to each Director prior to the next board meeting.

Minutes of Board meetings shall be sent to each Member Council representative after approval at the next Board meeting.

*Section 2. – Finances.* SEFLIN shall operate with money received a variety of funding sources including local, state, and federal grants. These assets shall be collectively referred to hereinafter as the “Fund.”

*Section 3. – Use of Fund.* The Directors shall, from time to time, establish needed rules, procedures, or policies for the administration of the Fund, and shall provide for its appropriate distribution from income or principal or both to carry out the purposes of SEFLIN, including the cost of administering the Fund. The Executive Director shall make periodic financial reports to the Board of Directors. Financial records of SEFLIN shall be open to public inspection at all times during regular business hours. An Audit or an accountant’s review shall be performed each year by an independent licensed public accountant or by a firm of public accountants practicing public accounting in Florida. Copies of the auditor’s report shall be distributed to each library member. The Directors shall provide, in the Financial and Purchasing Policy, which Officers or Directors are authorized to sign checks on the Fund and may impose any terms, conditions, or limitations on such authority.

## **ARTICLE VIII – FISCAL YEAR**

The fiscal year of SEFLIN shall commence October 1<sup>st</sup> of each year and end on September 30<sup>th</sup> of the following year.

## **ARTICLE IX – COMPENSATION**

No Director or Officer of SEFLIN shall receive compensation for services rendered to SEFLIN. Directors and Officers may be reimbursed for reasonable and necessary expenditures incurred on behalf of SEFLIN and in accordance with the purposes and needs.

## **ARTICLE X – PROHIBITED ACTIVITY**

In no event shall the Directors or Officers of SEFLIN make any expenditures or engage in any activity inconsistent with SEFLIN’s status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or as a corporation, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code of 1954, as amended.

## **ARTICLE XI – CONFLICT OF INTEREST**

The Directors and Officers of SEFLIN may be interested, directly or indirectly, in any contract relating to or incidental to the operations conducted by SEFLIN, provided, however, that any contract, transaction or act on behalf of SEFLIN in a matter in which the Directors or Officers are personally interested as stockholders, directors, or otherwise, shall be at arms-length, not violate of the proscriptions in the Articles of Incorporation against SEFLIN’s use or application of its funds for private benefit; and provided further, that no contract, transaction or act would



result in the denial of tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Director or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

## **ARTICLE XII – SCOPE OF AUTHORITY**

The Board of Directors, except as these Bylaws may otherwise provide, may authorize any agent or employee to enter into a contract or to execute and deliver any instrument in the name of and on behalf of SEFLIN, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no agent or employee shall have any power or authority to bind SEFLIN by a contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount. The SEFLIN Financial and Purchasing Policy outline the authority to sign contracts and agreements.

## **ARTICLE XIII – INDEMNIFICATION**

The corporation hereby indemnifies any and all its Directors and former Directors and Officers, against expenses actually and necessarily incurred by them or any group of them, in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been Director or Officer of the corporation, except in relations to matters as to which any such Director or Officer, or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct or breach of his, her, or their fiduciary duty to the corporation or its members in the performance of his, her, or their responsibility, and to such matters as shall be settled by agreement predicated on the existence of such liability. SEFLIN maintains Directors' and Officers' Insurance to protect its Board and the Executive Director.

## **ARTICLE XIV – NON DISCRIMINATORY POLICY**

SEFLIN shall maintain a policy by which no person be discriminated against because of race, color, sex, or religious preference.

## **ARTICLE XV – REGISTERED AGENT**

The Registered Agent of SEFLIN for purposes of service of legal process shall be the Executive Director of SEFLIN.

## **ARTICLE XVI – AMENDMENT**

*Section 1. – Amendment of Bylaws.* Amendment to these Bylaws may be made by a two-third vote of all of the Member Council representatives, provided that the proposed amendment shall have been sent to each voting representative at least ten (10) days in advance of such meeting.

*Section 2. – Amendment of Articles of Incorporation.* Amendment to the Articles of Incorporation may be made by a two-thirds vote of all of the Directors, subject to approval by the Secretary of State of Florida as required by law. Written notice of any proposed amendment of the Articles of Incorporation shall be mailed to each Director not less than ten (10) days prior to any meeting at which such proposed amendment is to be considered.

**ARTICLE XVII – PARLIAMENTARY PROCEDURE**

All matters of procedure at any meeting of the Membership Council, Board of Directors, the Executive Committee, or any committee or task force appointed by the President, shall be governed by Robert’s Rules of Order (latest edition). These rules of order may be suspended by a vote of two-thirds of the respective participants present.

We certify that the SEFLIN Board of Directors approved the Bylaws as amended August 16, 2013

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Steve Baker, Vice President

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William Miller, Secretary/Treasurer