

Bylaws
Friends of the Alaska State Library, Archives and Museum

Article I

Name

The name of this corporation shall be Friends of the Alaska State Library, Archives and Museum (“FoSLAM” or “Friends”).

Article II

PURPOSE

The purpose of this 501(c)(3) nonprofit corporation is connecting people to Alaska’s diverse history, art and cultures by supporting the Alaska State Library, Archives and Museum.

Article III

MEMBERSHIP

- Section 1: Members shall be persons, organizations, or corporations who have subscribed to the objectives and purposes of this corporation and who have paid membership fees for the current year. Current members in good standing shall elect members of the Board of Directors.
- Section 2: Annual meetings of the membership shall be held for the purpose of transacting necessary business of the corporation and to provide information and education concerning the programs of the Alaska Division of Libraries, Archives, and Museums.
- Section 3: The annual membership meeting of the corporation shall be held in the last quarter of each fiscal year.
- A. No business at the annual membership meeting shall be effective unless a notice of its time, place, annual budget, and agenda is sent to all members at least fifteen (15) days prior to the meeting.
 - B. The FoSLAM Board of Directors shall determine the agenda of the annual meeting. It shall include:
 - 1. Treasurer’s report
 - 2. Committee reports
 - 3. Election of board members
 - 4. Proposed annual operating budget
 - 5. Other necessary business of the corporation
 - 6. Bylaws revision report, as appropriate
 - 7. Proposed annual plan of action.

C. A quorum for all membership meetings consists of one-tenth of the voters entitled to be cast and represented in person or by proxy.

- Section 4: Special meetings of the membership may be called by a majority of the FoSLAM Board of Directors upon fifteen (15) days of written or email notice.
- Section 5: The Board may establish classes, fees, and benefits of membership.
- Section 6: The FoSLAM Board of Directors may grant honorary memberships to individuals who have been deemed by the Board to have rendered unusual service of contributions and thus have advanced the purposes of the corporation. Honorary membership alone does not entitle the member to voting rights or eligibility for office.
- Section 7: Membership cards will be issued to all members.

Article IV

FoSLAM BOARD of DIRECTORS

- Section 1: *Membership:* There shall be at least eleven (11) directors each serving a three (3)-year term. Only natural persons can be elected to the FoSLAM Board of Directors. Members shall be elected to maintain the board to a minimum of eleven (11) members on a rotating basis. A FoSLAM director may not serve more than three (3) consecutive full terms. The Director of the Alaska State Division of Libraries, Archives, and Museums or designee may serve as a non-voting, ex-officio member of the FoSLAM Board of Directors.
- Section 2: *Filling of vacancies on the Board of Directors:* Any vacancy on the Board by reason of resignation, death, or disqualification shall be filled by an interim board member by a majority vote. Three (3) unexcused or partial absences within one (1) year may, at the discretion of the Board, be deemed a resignation from the Board.
- Section 3: *Meetings of the Board:* The Board shall meet within one (1) month following the annual membership meeting to elect officers and receive the Treasurer's report for the current year. Regular meetings of the Board shall be at a time and place to be set by the Board, with appropriate notice to all Board members. A majority of the members of the Board present or by phone shall constitute a quorum for regular and special meetings.
- Section 4: *Managing the Affairs of the Corporation:* The Board shall manage the affairs of the corporation. The Board may establish an Executive Committee made up of the officers to manage extraordinary affairs of the corporation as are delegated to it by the Board.
- Section 5: *Obligations and Responsibilities of the Members of the Board of Directors:* Each director is expected to commit his/her time, resources, and talent to the FoSLAM

corporation, and to serve for no compensation or financial gain. Board members are fiscally responsible for FoSLAM's well-being and existence, including an obligation to oversee fiscal management and represent FoSLAM to its statewide constituency.

Article V

OFFICERS

Section 1: The officers shall be President, Vice-President, Secretary, and Treasurer and shall be elected annually. The officers shall constitute the Executive Committee.

Section 2: *Election of Officers:* The Board of Directors shall elect the officers from among members of the Board of Directors within one (1) month following the annual membership meeting.

Section 3: *President's Functions:*

- A. Preside at all meetings of the Board and of the membership
- B. Appoint, with the consent of the Executive Committee, all committee chairs and require them to give reports of their action to the Board
- C. Appoint, with the consent of the Executive Committee, temporary positions, as necessary, from time to time. The length and scope of service shall be determined on a case-by-case basis.
- D. Set the time and place for all special meetings of the Board of Directors and any special meetings of the membership
- E. Set the time and place of the annual meeting of the membership and arrange for notice to be given
- F. Institute electronic voting as necessary.

Section 4: *Vice President's Functions:*

- A. The Vice President shall serve in place of the President, including if the President is unable to serve or chair Board meetings
- B. The Vice President shall serve with the intent of becoming president in the future
- C. The Vice President shall work with the President to ensure the functioning of the standing and ad-hoc committees.

Section 5: *Secretary's Functions:*

- A. Be responsible for the custody of all the records of the corporation
- B. Keep minutes and a record of attendance of all meetings of the membership and of the Board of Directors
- C. Give all notice and ensure timely filing of all required business and corporate records of the corporation.
- D. Verify membership standing (including members voting by proxy) prior to voting at an annual or special meeting of the membership

E. Perform all duties incident to the office of Secretary pertaining to corporate governance.

Section 6: *Treasurer's Functions:*

- A. Keep accurate records of the financial transactions of the corporation
- B. Pay bills. Two signers are required for outgoing check transactions
- C. Oversee the collection of all funds received and ensure that such funds are properly deposited in accordance with operating policies
- D. Balance all accounts in accordance with accepted accounting practices and present current reports at all Board meetings.

Article VI

COMMITTEES

Section 1: *Standing Committees:* The Board shall establish standing committees and define their functions and duties. The President shall appoint the members of the standing committees with the consent of the Board of Directors.

Section 2: *Ad hoc Committees:* The Board may establish ad hoc committees and define their functions and duties.

Article VII

ADMINISTRATION OF FINANCES

Section 1: All financial disbursements, except those already approved by the membership as part of the annual budget and pass-through monies, shall be approved by the majority of the Board of Directors present at any meeting. No disbursement shall be made except upon receipt of a proper voucher showing the nature of the item or service received.

Section 2: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 3: An annual financial report of the corporation shall be prepared by the Treasurer and be presented to the membership at the annual membership meeting.

Section 4: The Board of Directors shall prepare, or shall require the Executive Committee to prepare, an annual budget of anticipated revenues and proposed expenditures. The Board of Directors shall submit the annual budget to the membership at least fifteen (15) days before the annual membership meeting.

Section 5: The Board shall prepare and implement operating policies governing financial activities. This will include, at a minimum, annual review and balancing of all accounts by an outside accountant/ accounting firm.

Article VIII

NOMINATIONS AND ELECTIONS

- Section 1: *Nominations for Board of Directors:* The Board of Directors shall submit to the annual membership meeting a list of names of the persons it nominates for the vacancies on the Board of Directors occurring each year and for any other vacancy which may have occurred. Further nominations may be made from the floor. Nominees must be members in good standing of the organization.
- Section 2: *Election of Board of Directors:* Elections shall be by ballot at the annual meeting and the Secretary shall be instructed to cast the proxy ballot for each nominee.

Article IX

PARLIAMENTARY AUTHORITY

- Section 1: *Conduct of meetings:* The rules contained in Robert's Rules of Order shall govern the conduct of meetings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article X

ACTION BY CONSENT

Any action required by law, or under the Articles of Incorporation of this corporation, or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken, is signed by a majority of Directors and filed with the Secretary.

Article XI

AMENDMENT OF BYLAWS

The Bylaws may be amended by a quorum of the membership consisting of one-tenth of the votes entitled to be cast and represented in person or proxy, provided the amendments proposed were submitted in writing to the full membership at least one (1) month prior to voting.

- Adopted: May 18, 1968
- Revised: April 1985
April 1989
April 1990
December 1996
March 2000
March 2002
November 2012
XXX 2019