

**BYLAWS OF SEFLIN
(SOUTHEAST FLORIDA LIBRARY INFORMATION NETWORK), INC.
(As amended May 1, 2008)**

ARTICLE I – NAME

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

ARTICLE II – MEMBERS

Section 1. – Full and Associate Membership. Any library or library system within the Southeast Florida service region may apply to become a Full or Associate member of SEFLIN by submission of an application form to the Executive Director. Qualifications for Full and Associate memberships are described in Article II, Section 4 – Qualifications for Membership.

The Board of Directors, in accordance with the membership criteria stated in Article II, Section 4, 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 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 – Affiliates.

(i) Regional Affiliate A library or library system in Southeast Florida may choose to affiliate with SEFLIN, without governance rights, in order to take advantage of selected SEFLIN services. Affiliate membership is available for up to three years to any library or library system in the Southeast Florida service region that has not been a SEFLIN member for at least the prior two fiscal years. Membership is based upon approval of the Board and payment of Affiliate member dues as determined by the Board. Qualifications for Affiliate memberships are described in Article II, Section 4 – Qualifications for Membership.

(ii) Non-regional Affiliate. Libraries and library systems in geographical areas outside of Southeast Florida, including non-U.S. libraries and library systems, may choose to affiliate with SEFLIN, without governance rights, in order to take advantage of SEFLIN services. Non-regional affiliate fees will be set by the Board, and will be a function of which SEFLIN services the non-regional affiliate wishes to use. The Board's

Membership Committee will evaluate each non-regional affiliate application that is submitted to the Executive Director.

Section 3. – Power of the Board of Directors. The Board of Directors reserves the right to set Full and Associate membership fees. The Board shall define “limited resources” [see Article II, Section 4(ii)] as applicable to Associate membership. The Board may accept, reject, or cancel any membership at any time by a majority vote of the entire Board of Directors, not just a quorum of those present at a Board meeting.

Section 4. – Qualifications for Membership.

(i) Full Membership. Full membership is available to all libraries or library systems in the Southeast Florida service region, upon approval of the Board and payment of Full membership dues as determined by the Board, provided that these libraries or library systems agree to share resources and contribute actively to SEFLIN activities. The Board of Directors shall judge applications for new Full membership based on the readiness of the prospective member to:

- Provide collections and services that provide value to existing membership
- Participate in SEFLIN projects that link the electronic library and information systems of members
- Establish and/or continue full membership in OCLC including the OCLC ILL subsystem
- Share materials with SEFLIN members without cost, participate in SEFLIN’s resource sharing protocols, and provide interlibrary loan priority to SEFLIN members
- Include serials holdings in any union listing projects
- Support cooperative continuing education and training of library staff
- Serve on the SEFLIN Board of Directors and participate in the governance of SEFLIN.

(ii) Associate Membership. Associate membership is open to any library or library system in the Southeast Florida service region, upon approval of the Board and payment of Associate member dues as determined by the Board, provided that these libraries or library systems agree to share resources and contribute actively to SEFLIN activities. Associate membership is granted in recognition of limited resources which a smaller library or library system might have. 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
- Participate in SEFLIN projects that link the electronic library and information systems of members
- Share materials with SEFLIN members without cost, participate in SEFLIN’s resource sharing protocols, and provide interlibrary loan priority to SEFLIN members

- Establish or continue membership in the Florida Library Information Network (FLIN)
- Support SEFLIN's vision, mission, and activities.

(iii) Regional Affiliate Membership. The Board of Directors shall judge applications for Affiliate 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
- Support SEFLIN's vision and mission to support cooperative and collaborative activities between all types of libraries

Section 5. – Board Membership Committee. The committee shall include three members of the Board. The Chair of the Committee shall be the SEFLIN Immediate Past President and the Chair shall choose a minimum of two additional Board 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. In the case of the review of an application for a potential Associate member, the Membership Committee will include the Board representative of the Associate members.

Section 6. – 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 90 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 7. – 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 8. – 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 – 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 one representative from each Full member, and one voting representative from among the Associate members. These representatives shall normally be the chief administrative officer of each member institution's library or library system. The Board will appoint a representative from the SEFLIN Library Administration & Management (LAM) Committee as a non-voting Board member. 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, a new representative, as defined above, shall be chosen by the member institution as soon as possible to represent that member on the Board. In the case of the representative of the Associate members failing to serve, the Nominating Committee shall choose a replacement.

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 community college library), the member institution shall be entitled to one representative on the Board. It shall be the prerogative of the Full Member institutions to inform the Board regarding who will officially represent the member on the Board. County library systems providing service to local cooperatives shall represent those cooperatives on the Board.

Section 3. – Meetings. Regular meetings of the Board of Directors shall be held at least once in every calendar quarter, with a Fall meeting being deemed the Annual Meeting. The President shall determine the day, hour, and place of the meetings and shall announce the schedule of days, times, and places of meetings at the Annual Meeting. Written notice of each meeting shall be sent by the Executive Director to each Director, not less than fifteen (15) 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, 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 4. – 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 5. – 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 7). All voting at a regular meeting may be done by voice, but any Director may request a roll call.

Section 6. – Proxy. Proxies, general or special, shall be accepted for any purpose in the meeting of the Board or the Executive Committee.

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 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 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.

Section 11. – Board Nominating Committee. The committee shall include three members of the Board. The President of the Board of Directors shall appoint the Chair of the Committee and the Chair shall choose two additional Board members to serve on the Committee. The Committee is charged to: (1) annually present to the Board a slate of Board officers for the coming year; (2) annually review the recommendation of Associate members for a Board representative and recommend a member of the Associate Council to serve on the board; and (3) annually review the recommendation of the Library Administration and Management Committee, generally the chair, for a board representative and recommend a member of the Library Administration and Management Committee to serve on the board. The Nominating Committee shall make its

recommendations to the full Board in time for a Board vote to occur at a summer Board meeting.

Section 12. – Board Personnel Committee. The committee shall include three members of the Board. The Chair of the Committee shall be the SEFLIN Vice President 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 misconduct¹ of the Executive Director.

ARTICLE IV – OFFICERS

Section 1. – Title. The Officers of SEFLIN shall be: a President, a Vice President, a Secretary/Treasurer and such other officers as the Board of Directors may determine. The Executive Director serves on the Executive Committee and Board in an ex-officio capacity.

Section 2. – Election. All Elected Officers shall be chosen at the Summer Meeting of the Board of Directors by a majority vote. No Officer may hold more than one office concurrently.

Section 3. – Term of Service. The initial term of the Officers shall be determined by the vote of a majority of the Directors at a meeting of the Board. Thereafter, the Officers shall hold office for the terms set forth in this Section. The Vice President shall be elected at the Summer Meeting, with said official taking office on October 1st. The Vice President 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 shall become President immediately. If the Office of Vice President should become vacant, the Board of Directors shall elect a new Vice President for the remainder of the unexpired term. The Secretary/Treasurer shall be elected at the Summer Meeting, with said official taking office on October 1st. 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

¹ Gross misconduct is defined as theft of SEFLIN funds/property; drugs/alcohol possession, use, sale, purchase or distribution on SEFLIN property; falsifying or altering SEFLIN records; sabotaging or willfully damaging SEFLIN property; defaming, assaulting or threatening SEFLIN staff; fighting or provoking a fight on SEFLIN property; absence for five consecutive working days without notice to staff; and carrying concealed weapons on SEFLIN property.

removed from the office by a two-thirds 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 Board of Directors, 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 shall be the President-Elect and shall approve the agenda for and preside at, the meetings of the Board of Directors, in the absence of the President. The Vice President 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 takes office as President, the Vice President 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. 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 V – EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, the Immediate Past President, the Vice President, the Secretary/Treasurer, the Executive Director, and two Directors, as selected by the Board of Directors contemporaneously with the vote for the election of the Vice President. The Directors shall serve for a term of two years. 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, and 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.

ARTICLE VI – 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 in a timely fashion.

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. Audits 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 Full and Associate 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 VII – FISCAL YEAR

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

ARTICLE VIII – 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 IX – 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 X – 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 violative 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 XI – 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 pecuniarily for any purpose or to any amount. The SEFLIN Financial and Purchasing Policy outlines the authority to sign contracts and agreements.

ARTICLE XII – 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 XIII – NON DISCRIMINATORY POLICY

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

ARTICLE XIV – REGISTERED AGENT

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

ARTICLE XV – AMENDMENT

Section 1. – Amendment of Bylaws. Amendment to these Bylaws may be made by a two-third vote of all of the Directors, provided that the proposed amendment shall have been sent to each voting Director 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 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 May 1, 2008.

Raymond Santiago
President

Miguel Menendez
Secretary/Treasurer