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## Bylaws : Society for Advancement of Poynter Library

Nelson Poynter Memorial Library.

Society for Advancement of Poynter Library.

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## SOCIETY FOR ADVANCEMENT OF POYNTER LIBRARY

### ARTICLE I

#### NAME

The name of this association shall be Society for the Advancement of Poynter Library, hereinafter referred to as the "Society."

### ARTICLE II

#### OBJECTIVES

- II. 1. The object of the Society shall be to operate exclusively for educational, scientific, literary and charitable purposes in accordance with all applicable Federal and State laws, rules and regulations, including the Internal Revenue Code provisions relating to non-profit exempt organizations.
  
2. The Society shall have as its primary function the providing of direct financial aid to the Nelson Poynter Memorial Library of the University of South Florida St. Petersburg, FL, hereinafter referred to as the "Library," for the purchase of books, periodicals, library equipment and furnishings for use in the Library, capital improvements, and program support, as defined in Paragraph 1. of this Article.
  
3. Financial aid made available to the Library from the Society shall be in addition to and supplement funds from the State of Florida and the University of South Florida St. Petersburg through regular budgetary channels.

### ARTICLE III

#### MEMBERSHIP AND ANNUAL DONATIONS

- III. 1. Any person interested in the Library and the work of the Society and its objectives is eligible for membership.
  
2. Membership in the Society shall consist of the following classes: Active, Supporting, Family, Patron, Corporate and Life.
  
3. Annual donations for each respective class shall be in such amount as may be prescribed by the Board of Directors from time to time, and shall be payable upon application for membership and thereafter annually upon March 1.

4. Annual donations received after March 1 from new members shall be for the balance of the current fiscal year and the following fiscal year.
5. Any member whose donation remains unpaid as of July 1 shall automatically be deemed delinquent after appropriate notification and shall no longer be a member of the Society.
6. The fiscal year of the Society shall be from July 1 to June 30 of the following calendar year.

## ARTICLE IV

### BOARD OF DIRECTORS & DUTIES

- IV. 1. The Board of Directors shall consist of a maximum of 20 members with a minimum of 10 members. All Board members will be members in good standing of SAPL.
2. The term of office for Board of Directors shall be three years commencing with the first meeting following designation to the Board. A member of the Board of Directors can serve for three terms.
3. A vacancy in the Board of Directors shall be filled upon recommendation of the Nominating Committee and voted by the Board via email or at the next Board meeting.
4. Any member who has two or more unexcused consecutive absences from regular meetings shall be deemed resigned.
5. In addition to the members of the Board of Directors enumerated in this Article, the Board of Directors shall also include the Dean of the Library of the University of South Florida St. Petersburg.
6. The duties of the Board of Directors shall include:
  - a. Electing officers.
  - b. Determining the general policies for the Society.
  - c. Fixing a time and place for the meetings of the Society and for the Board of Directors.
  - d. Receiving and approving reports from all Standing and Special Committees.
7. A quorum of the Board of Directors shall consist of no less than one-third of the then-serving Directors, of which no less than two must also be elected Officers

serving current terms. The act of a quorum of the Directors at a meeting shall be the act of the Board of Directors.

## ARTICLE V

### OFFICERS

- V. 1. The Officers of the Society shall be a President, Vice-President, Secretary and a Treasurer, who shall be nominated by the Nominating Committee to the Board of Directors and voted upon by the Board at its first meeting following the Annual Meeting of the Society. This election shall be held as soon as practicable following the Annual Meeting of the Society in the Spring. The Officers shall assume their duties at the close of the meeting when elected and shall hold office until May 1 or until their successors are elected and qualified.
2. The President may appoint a Parliamentarian and an Historian who shall be deemed to be Appointive Officers of the Society.
3. The Nominating Committee shall nominate an officer to fill any vacancy among the elected Officers due to resignation, removal or other cause for the unexpired portion of such term and be elected by the remaining Board of Directors.
4. To be eligible for election, an officer must be a member elected to the Board of Directors during his/her tenure in office.

## ARTICLE VI

### DUTIES OF OFFICERS

- VI. 1. The duties of the President shall be to preside at all meetings of the Society and the Board of Directors and to exercise general supervision over all officers and committee chairmen as well as the work of the Association. The President shall also:
  - a. Make appointments as may be required by the Articles of Incorporation, any Amendments thereto, or these By-laws.
  - b. Appoint chairman of all standing committees.
  - c. Appoint special committees when deemed necessary.
  - d. Serve as an Ex Officio Member of all Standing Committees and Special Committees, except the Nominating Committee.
2. The Vice-President shall assist the President in the discharge of the duties of the President and shall perform the duties of the President in his or her absence, inability

to serve, resignation or other cause.

3. The Secretary shall keep and read the minutes of all meetings of the Board of Directors and of the Society. The Secretary shall be a custodian of all records and papers of the Society, except those pertaining to the particular work of a committee or another officer.

The Secretary shall also:

- a. Maintain a roster of the membership and Board of Directors.
  - b. Conduct general correspondence of the Society.
  - c. Notify board members of meetings.
4. The Treasurer shall: oversee financial affairs, review quarterly statements provided by the Library on the SAPL account, prepare a budget and report to the Board of Directors.
5. Each Officer and Committee Chairman shall deliver all records, files, papers and any property of the Society to his or her successor in office.

## ARTICLE VII

### COMMITTEES & DUTIES

VII. There shall be the following standing Committees whose members may be drawn from the general membership and the general public.

1. The MEDIA RELATIONS Committee shall have the responsibility of preparing and distributing all publicity appropriate to the needs of the Society, including all events. The Committee shall operate within guidelines determined by the Executive Council and shall make all announcements in the name of the Board of Directors of the Society.
2. The MEMBERSHIP Committee shall have as its principal function obtaining new members in the Society.
3. The NOMINATING Committee is responsible for selecting candidates for the Board of Directors and shall consist of five members, three elected from the Board of Directors whose terms are not expiring in the current fiscal year and two from the general membership who shall be elected at a general membership meeting. The Nominating Committee shall elect its own Chairman and shall submit a report of the proposed slate of Directors to the membership at the Annual Meeting in the spring. Nominations may be made from the floor following filing of the report of the

Nominating Committee. No one shall be nominated whose consent has not been previously obtained.

4. The PROGRAM Committee shall be responsible for planning programs designed to stimulate interest in and participation of members and the public in the support of the Society.

5. The President may appoint Special Committees, such as, but not limited to, By-Laws, Fund Raising, and Special Events, with the advice and consent of the Officers. Chairmen of Special Committees can be non-voting members of the Board of Directors and shall attend the meetings of the Board to report on the progress of the work of their respective committees.

6. The Chairman of each committee shall be appointed by the President by and with the advice and consent of the Officers, except the Nominating Committee, which shall elect its own Chairman in accordance with the provisions of the By-Laws.

7. The Chairman of each Standing Committee shall be a member of the Society Board of Directors during the year such person serves as Chairman of any Standing Committee in an ex officio capacity, if not currently a member of the Board.

## ARTICLE VIII

### MEETINGS

VIII 1. The general membership of the Society shall meet at times specified by the Board of Directors, with a meeting in the Spring designated as the Annual Meeting, for the purpose of electing the Board of Directors, receiving reports and for the transaction of any other business as may be required. The members present at the Annual Meeting shall constitute a quorum.

2. The Board of Directors shall meet immediately before the Annual meeting of the membership in the spring for the purpose of electing officers. The Board shall meet a minimum of four times a year. Special Board meetings may be called by the President or at the request of three members of the Board.

3. Notices of all meetings shall be mailed or emailed to all members in good standing at least seven days prior to the meetings. Voting may take place via email. Members of the Board of Directors may attend meetings via conference telephone call.

## ARTICLE IX

### STATUS OF ORGANIZATION

IX. 1. The Society is organized as a non-profit corporation under the laws of the State of Florida. All financial obligations will be assumed and all Society activities shall be

undertaken in the name of and by the Society for the Advancement of Poynter Library, Inc.

2. Each Director and Officer of the Association shall be indemnified by the Society against all expenses and liabilities, including fees for legal counsel reasonably incurred or imposed upon any Officer or Director in connection with any proceeding to which such Officer or Director may be a party, or in which he or she may become involved by reason of having been a Director or Officer of the Society, whether he or she was a Director or Officer at the time such expenses were incurred, except in those cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties.

3. All funds received by the Society shall be promptly delivered to the University of South Florida Foundation to be placed in an account maintained exclusively for the benefit of the Nelson Poynter Memorial Library, University of South Florida St. Petersburg, which account shall be known as the Society for the Advancement of Poynter Library Account.

4. All requests for disbursement of funds from the Society for the Advancement of Poynter Library account must be approved by the Board of Directors.

5. Unless earmarked for specific purpose, all funds received shall be used first to defray the operating expenses: mailings, insurance, photocopying of the Society for the Advancement of Poynter Library and secondly for the direct financial aid to the Library as provided in Article II, Section II.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

X. 1. Roberts Rules of Order, Newly Revised, shall govern the proceedings of the Society in all cases in which they may apply and in which they are not inconsistent with these By-Laws. In such cases, the decision of the Parliamentarian shall govern and be binding.

## ARTICLE XI

### METHOD OF AMENDING

XI. 1. These By-Laws may be repealed in whole or in part or amended in any part by the Board of Directors, voting in person or via email in the following manner:

a. Any three members of the Board of Directors may propose an amendment.

b. A copy of the proposed amendment shall be mailed or emailed to each Director at least seven days before the meeting at which the amendment is to be

considered.

c. A majority of the members of the Board of Directors present shall be required for the adoption of an amendment to these By-Laws.