

Kodiak Public Library Association

BYLAWS

Adopted May 27, 2008.

ARTICLE I

NAME AND LEGAL STATUS

SECTION I - NAME. The name of the organization shall be the Kodiak Public Library Association.

SECTION II - LEGAL STATUS. The Kodiak Public Library Association was incorporated as a non-profit corporation under the laws of the State of Alaska on May 28, 2008.

ARTICLE II

PURPOSE AND OBJECTIVES

SECTION I - PURPOSE. The purpose of the Kodiak Public Library Association is to provide support to the mission, programs, facilities and collections of the Kodiak Public Library, through advocacy, fundraising, and public outreach.

ARTICLE III

MEMBERS

SECTION I - QUALIFICATIONS. Any person interested in supporting the mission of the Kodiak Public Library Association is qualified for membership.

SECTION II - MEMBER IN GOOD STANDING. Any person shall be declared a member in good standing upon making application and payment of annual membership dues.

SECTION III - ANNUAL DUES. The annual dues for membership in the Kodiak Public Library Association are established by the Board of Directors. All memberships will expire on the date of the annual meeting. Failure to pay dues shall be considered a resignation.

SECTION IV - BENEFITS. Members in good standing shall be eligible for benefits as defined by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION I - BOARD MEMBERS. The Officers and Directors of the Kodiak Public Library Association shall constitute the Board of Directors.

SECTION II - GENERAL POWERS. The business of the organization is carried out in the name of Kodiak Public Library Association by the Board of Directors consistent with the purpose and objectives established for the organization and its Articles of Incorporation. The Board of Directors shall have full power and authority over the affairs of the organization except as provided for in the Bylaws.

SECTION III - QUALIFICATIONS FOR BOARD MEMBERSHIP. Any member in good standing interested in serving on the Board may submit an application.

SECTION IV - ELECTION. Board members shall be elected at the Annual Meeting by members in good standing.

SECTION V - NUMBER. The Board of Directors shall be composed no less than five (5) persons, all of whom shall be voting directors. The Board may increase the numbers of directors, by board action, when it is determined that such increase is justified and will contribute to the betterment of the conduct of the affairs of the organization. The Board may likewise decrease the number of directors provided that the number shall be no less than five (5) persons.

SECTION VI - TENURE. Directors shall serve for three (3) years provided that terms shall be staggered so that approximately one-third (1/3) of the terms shall expire at the Annual Meeting of every year. Any vacancy occurring on the Board of Directors 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.

SECTION VII - CONSECUTIVE TERMS. Directors shall be eligible for two consecutive terms. After serving two consecutive terms, one year will elapse before a director may be elected to another term.

SECTION VIII - REMOVAL. Directors may be removed from the Board by a two thirds (2/3) majority vote of the Board of Directors present at a duly constituted Board meeting whenever, in the judgment of the Board of Directors, the best interest of the Kodiak Public Library Association will be served. A Board member who misses three consecutive meetings without Board concurrence shall be automatically dropped from his/her position.

SECTION IX - CONFLICT OF INTEREST. Any possible conflict of interest on the part of any director or director candidate shall be disclosed to the other directors and made a matter of record when a matter related to the interest becomes a subject of Board action.

## ARTICLE V

### OFFICERS

SECTION I - NUMBER. Officers of the Kodiak Public Library Association shall be Chair, Vice Chair, Secretary and Treasurer.

SECTION II - ELECTION AND TERM OF OFFICE. Officers shall be elected annually by the board of directors at their first regular board meeting following the annual meeting. An officer shall hold office until the first regular board meeting after the annual meeting. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the remaining board. Each officer shall hold office until his/her successor shall have been duly elected, until she/he shall resign or shall have been removed. Officers shall be eligible to serve for two consecutive one-year terms in the same office.

SECTION III - REMOVAL. Any officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors present at a duly constituted Board meeting whenever in the judgment of the Board of Directors, the best interest of the Kodiak Public Library Association

will be served.

SECTION IV - DUTIES. Officers shall perform the duties prescribed by these bylaws. The following outlines the duties of officers authorized under Section I of this article:

1. Chair. The Chair shall preside over the meetings of the Board of Directors.
2. Vice-Chair. The Vice-Chair shall preside over the meetings of the Board of Directors in the absence of the Chair.
3. Secretary. The Secretary shall be responsible to (a) insure the minutes of the proceedings of the Annual Meeting and the meetings of the Board of Directors are maintained and circulated; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
4. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements. She/he shall deposit all moneys and other valuables in the name of and to the credit of the organization in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the president, taking proper vouchers for such disbursements. He/she shall render to the Board of Directors at the regular meetings an account of all his or her transactions as treasurer and of the financial condition of the Friends.

## ARTICLE VI

### MEETINGS

SECTION I - ANNUAL MEETING. The date of the Annual Meeting of the membership shall be called and the time and place selected by the Board.

SECTION II - BOARD MEETINGS. The Board of Directors shall meet at least twice each calendar year on a schedule established at the annual meeting.

SECTION III - SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair or by any other officer in the Chair's absence.

SECTION IV - NOTICE. At least seven (7) days notice shall be given for all meetings of the Board unless unanimous consent is given by the Board for a lesser period of notice.

SECTION V - AGENDAS. An agenda for each meeting shall be prepared by the Chair. The agenda for a meeting shall be provided for each member of the Board of Directors at the earliest time possible prior to the meeting.

SECTION VI- VOTING. All transactions before the members must receive the approval of a majority of the membership. Likewise, all transactions before the Board of Directors must receive the approval of a majority of the Board. Directors may participate in, and act at any meeting thereof through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute bylaws attendance and presence in person at the meeting of the person or persons so participating for all purposes.

SECTION VII - QUORUM. A majority of the Board shall constitute a quorum for the transaction of business.

Section VIII- Vacancies. Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

## ARTICLE VII

### BYLAWS

SECTION I - REVIEW. These bylaws shall be reviewed and revised as needed.

SECTION II - VOTING. Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the board of directors or two thirds (2/3) majority vote of the membership present at the annual meeting.

## ARTICLE VIII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION I - CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Kodiak Public Library Association, and such authority may be general or confined to specific instances.

SECTION II - LOANS. No loans shall be contracted on behalf of the Kodiak Public Library Association.

SECTION III - CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Kodiak Public Library Association shall be signed by no less than two (2) officers of the Kodiak Public Library Association and in such manner as shall be established by resolution of the Board of Directors.

SECTION IV - DEPOSITS. All funds of the corporation not otherwise employed shall be immediately deposited to the credit of the Kodiak Public Library Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

ANNUAL FINANCIAL REVIEW

SECTION I - FINANCIAL REVIEW. A review of financial affairs shall be accomplished in sufficient time to provide an annual financial report and recommendations to the Board of Directors and membership at the Annual Meeting.

SECTION II - AUDIT. At such time as the financial circumstances of the Kodiak Public Library Association warrant, the Board may elect to choose an independent audit firm to conduct an annual audit.

ARTICLE X

REVENUE

SECTION I - RECEIPTS. The Kodiak Public Library Association shall have the power to receive gifts, bequests, and donations.

ARTICLE XI

COMPLIANCE

These by-laws are subordinate and subject to the applicable provisions of appropriate federal and state laws including the Internal Revenue Code, Section 501(c)(3), the Articles of Incorporation and amendments thereto.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first (1st) day of January and end the thirty-first (31st) day of December.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

SECTION I. Upon dissolution of the Kodiak Public Library Association, the assets 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.

The undersigned Secretary of the Kodiak Public Library Association, organized and existing under the laws of the State of Alaska, does hereby certify that these bylaws of said Kodiak Public Library Association were duly adopted at a meeting of the Board of Directors on the 27th day of May, 2008.

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Secretary

STATE OF ALASKA                    )  
  ) ss:  
THIRD JUDICIAL DISTRICT    )

THIS IS TO CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_, 1998, before me, the undersigned, a Notary Public in and for Alaska, duly commissioned and sworn as such, personally appeared MS. BALIKA HAAKANSON known to me to be the individual named in and who executed the foregoing instrument and acknowledged to me that she signed the same freely and voluntarily, for the uses and purposes therein stated.

WITNESS my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
NOTARY PUBLIC in and for Alaska  
My Commission Expires: