**BYLAWS OF**

**Southeastern Chapter of the American Association of Law Libraries (SEAALL)**

**Article I**

NAME AND OFFICES

Section 1.Name. The name of this organization shall be Southeastern Chapter of the American Association of Law Libraries, Inc. (hereinafter “SEAALL”), a chapter of the American Association of Law Libraries and a nonprofit organization organized under the laws of the State of South Carolina.

Section 2. Principal Office. The Principal Office is located at the Legal Information Center at the University of Florida, P.O. Box 117628, Gainesville, Florida, 32611.

Section 3. Registered Office. The Registered Office is located at 17 Ruth Vista Road, Lexington, South Carolina, 29073.

**Article II**

PURPOSE AND MISSION

Section 1. Charitable and Educational Purpose. SEAALL is established for the educational purpose of promoting law libraries and law librarianship for the community, particularly those in the Southeastern region of the United States. SEAALL strives to promote and increase the community’s knowledge about and use of law libraries as educational and research resources; develop and increase the general public’s use of law libraries; cultivate the science of law librarianship; and foster a spirit of cooperation among the members of the profession in order to better serve the community. SEAALL is organized exclusively as a corporation described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986, as amended.

**Article III**

MEMBERSHIP

Section 1. Eligibility for membership. Membership in SEAALL shall be open to all persons interested in law librarianship or in law libraries.

Section 2. Classification of Membership. There shall be six categories of membership.

A. Individual Members

Any person officially connected with a law library, or with a separately maintained law section in any library, and currently or within the last seven years, employed at least thirty percent full-time may become an active individual member upon determination of eligibility by the Membership Committee and payment of annual dues. The Membership Committee’s ruling may be appealed to the Board of Directors.

B. Student Members

Any person officially enrolled at least half-time in a degree program related to law librarianship shall become a student member upon payment of annual dues provided that membership in this category is limited to five consecutive years. The Board of Directors is empowered to adopt procedures for verifying student status.

C. Institutional Members

Any law library may become an institutional member upon payment of annual dues. The Board of Directors is empowered to determine whether the institution applying for membership is a law library. Such persons on the staff of an institutional member as are designated by the librarian and for whom the institutional member has paid its annual dues shall be entitled to individual membership in SEAALL without the payment of additional dues.

D. Associate Members

Persons, companies, and institutions not connected with law libraries, residing in or outside of the Southeastern region, or connected with law libraries but residing outside the region may be selected to associate membership by the Board of Directors and shall pay annual dues.

E. Life Members

SEAALL members may at any regular meeting by a vote of two-thirds of those present elect to life membership librarians retired from full-time active library work who have been members of SEAALL for at least ten years, who have reached the age of fifty-five years, (unless retirement was earlier due to health reasons), and who have a record of substantial service to the chapter.

F. Honorary Members

SEAALL members may at any regular meeting by a vote of two-thirds of those present elect nonmembers as honorary members.

Section 3. Rights and Privileges of Members.

1. Voting. All members who are in good standing have the right to vote except for honorary members and associate members.
2. Committees. All members have the right to serve on committees. The right to chair a committee shall be restricted to individual members, institutional members, and life members.
3. Board of Directors. The right to hold office shall be open to all members in good standing except for honorary members and associate members.
4. Non-Liability of Members. The members of SEAALL shall not be held personally liable for debts, liabilities, or obligations of SEAALL.
5. Access to SEAALL Material. The right to access the *Chapter Newsletter*and the *Chapter Membership Directory*shall be shared by all members.

Section 4. Dues. All members other than life members and honorary members are required to pay annual dues. The annual dues shall be set by the Board of Directors or as specified in the current SEAALL Handbook. Individual, associate, student, and institutional dues shall be paid no later than three months after the due date appearing on the dues notice. The Treasurer shall suspend the membership of any person who has not paid within the time allotted. A suspended membership shall be restored upon payment of dues for the current year. Dues are not refundable**.**

**Article IV**

MEETING OF THE MEMBERS

Section 1. Annual Business Meeting. The annual business meeting of the members shall be held at such date and at such time as shall be designated from time to time by the Board of Directors. At that time the members shall transact such business as may properly be brought before the meeting.

Section 2. Other Meetings. The Board of Directors may call other meetings for SEAALL members as deemed necessary.

Section 3. Notice. The Board of Directors shall send notice to each member at least five business days prior to the meeting.

Section 4. Quorum. The attendance of at least ten percent of SEALL’s total membership shall constitute a quorum at any member meeting.

Section 5. Voting at Meetings. If a quorum is present at any meeting, the vote of the majority of members shall decide any question brought before such a meeting, unless the question is one of which a different vote is required by law or by the articles of incorporation or elsewhere in these bylaws. Members entitled to vote shall have one vote on each matter submitted to a vote at a members’ meeting.

Section 6. Written/Electronic Voting. Any matter or issue requiring the vote of the members, or upon which the Board resolves to seek action by the members, may be submitted to the members for approval by written/electronic ballot without the necessity of calling a meeting of members. The determination to seek member approval for actions by written/electronic ballot shall be made by the Board of Directors. Electronic ballots shall be made available to all members within a reasonable time as decided by the Board. The Board of Directors must specify the time for closing the balloting prior to sending the electronic ballots to the membership.

**Article V**

BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors shall oversee SEAALL and maintain its position. The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the Officers and committees.

Section 2. Qualifications and Number. All Directors shall consist of natural persons. The number of Directors shall be fixed at eight members. The Officers of SEAALL, elected pursuant to Article VI of these bylaws, shall be members of the Board of Directors. The remaining Board of Directors shall be elected from the members of SEAALL, except for honorary and associate members. The additional Directors will consist of the Past President and three at-large members. No member may hold more than one position on the Board of Directors at a time.

Section 3. Selection of Directors and Term. No member may be elected to the same position on the Board of Directors for more than two consecutive terms. The position of President and Vice President shall be limited to one term. Directors on the Board shall be elected by the qualifying members of SEAALL either for a term of one year, two years, or three years. The Officers of SEAALL shall serve on the Board of Directors during the duration in which they hold office. The remaining four Directors shall serve as follows: (1) Past President shall serve a one-year term on the Board of Directors following his or her term as President, (2) two at-large members will each serve a two-year term, with the terms staggered so that one new at-large member assumes office each year, and (3) one at-large member will serve a three-year term, being elected every third year.

Section 4. Vacancies. A vacancy shall be declared in any seat on the Board upon the death, resignation, or incapacity or disabling injury of a Board member which renders the Director incapable of participating in the management and affairs of the organization for the remaining term of office. A vacancy in the presidency shall be filled by the Vice President, and the Board shall elect an additional at-large member to fill the Board during the remaining VP term. Any other vacancy shall be filled by election by a majority of the remaining members of the Board. The newly elected member shall serve until a new member is elected by the general membership at its annual business meeting.

Section 5. Election Procedures. A Nominating Committee shall be responsible for nominating a slate of prospective Board members representing SEAALL’s diverse constituency by December 1 of the fiscal year in which elections are to be held. In addition, any member can nominate a candidate to the slate of nominees by submitting the nomination in writing to the Nominating Committee. All members will receive one vote for the candidate of their choosing for each position. The candidates receiving the largest number of votes shall be declared elected. The membership is to be notified by the Secretary of the outcome of the election by electronic means or at a meeting of SEAALL. In case of a tie vote, a run-off election shall be held by distribution of a special ballot. Should the runoff election end in a tie, the Secretary is empowered to conduct a coin toss or similar random draw means to determine the winner.

Section 6. Nomination by Petition. A member may be nominated for any office by submitting the member’s name to the Nominating Committee no later than thirty days after the Nominating Committee sends the membership notice of the slate of nominees, as provided in the previous paragraph, so long as the nominating petition is signed by two percent of the members and the nominee has provided written acceptance.

Section 7.Meetings and Notice. Meetings of the Board shall be held whenever called by the President of SEAALL. Reasonable notice will be given to the Board members prior to the call of the meeting. In the event of the absence of the President from any SEAALL meeting, one of the other members of the Board shall be selected to preside by majority vote of Board members in attendance. Telecommunication and electronic meetings and correspondence are acceptable, as provided in Article VIII, Section 9.

Section 8. Quorum for Board Meetings. A majority of the Board shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws.

Section 9. Compensation. The Board shall receive no compensation other than reasonable expenses.

**Article VI**

OFFICERS

Section 1. Enumeration of Officers. The Officers of SEAALL shall consist of a President, Vice President, Secretary, and Treasurer. Each Officer shall be a Director and shall be elected by the members of SEAALL.

Section 2. Term. All Officers shall be elected from the members of SEAALL in accordance with the Board of Directors as set forth in Article V. The Officers shall serve until the adjournment of the annual business meeting at the end of their selected term. Officers will be elected to the following terms:

1. President

The President will serve a one-year term and will automatically be succeeded by the Vice President elected by SEAALL members the preceding year. The President will automatically serve on the Board of Directors, as Past President, the year immediately following the President’s term.

1. Vice President

The Vice President shall serve a one-year term and will automatically be appointed President the following year. A new Vice President shall be elected at a date specified by the Board each year by electronic ballot.

1. Secretary

The Secretary shall serve a two-year term and shall be elected at a date specified by the Board every even-numbered year by electronic ballot.

1. Treasurer

The Treasurer shall serve a three-year term and shall be elected at a date specified by the Board every third year by electronic ballot.

Section 3. Duties of Officers. The Officers shall perform the duties usually pertaining to their offices and such other duties as may be assigned by the Board of Directors or as specified in the current SEAALL Handbook. The duties of each Officer will be as follows:

1. President

The President shall preside at all meetings of the members and Board. The President shall be the chief executive officer of SEAALL, and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of SEAALL. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign and execute all legal documents and instruments in the name of SEAALL when authorized to do so by the Board and shall perform such other duties as may be assigned from time to time by the Board. The President of SEAALL must be a member of the American Association of Law Libraries.

1. Vice President

The Vice President discharges the duties of the President in the event of the President’s absence or temporary disability for any cause whatever. The Vice President shall perform such additional duties as may be prescribed from time to time by the Board. At the expiration of the President’s term of office, the Vice President shall succeed to the office of the President for one one-year term as set forth in Article VI, Section 2A.

1. Secretary

The Secretary shall be in charge of the records and correspondence of SEAALL under the direction of the President. The Secretary shall also be responsible for such other duties as shall be assigned by the President or the Board.

1. Treasurer

The Treasurer shall keep account of all moneys, credits, and property of SEAALL and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have custody of all the funds and securities of SEAALL and shall deposit the same in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of accounts and other records showing at all times the amount of the funds and other property belonging to SEAALL, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial condition of SEAALL at each annual business meeting. The Treasurer shall delegate any additional duties as it sees fit to the Finance Committee, should the Board choose to have one.

Section 4. Vacancies. Vacancies will be handled in compliance with Article V, Section 4 of these bylaws.

Section 5. Compensation. The Officers shall receive no compensation other than reasonable expenses.

**Article VII**

COMMITTEES

Section 1. Committee formation. There shall be such standing or special committees as the Board of Directors shall create as needed, including but not limited to a Nominating Committee and a Finance Committee.

**Article VIII**

AMENDMENTS TO BYLAWS

Section 1. Filing and Notice. Any proposed amendments to the Articles or the Bylaws shall be filed with the Secretary. Notice shall be given to members in one of the following ways: (1) Notice shall be provided or published in the *Chapter Newsletter*at least five days prior to balloting, or (2) Notice shall be sent to all members by electronic means within in a reasonable time as decided by the Board.

Section 2. Electronic Ballots.Electronic ballots may be used for the purpose of changing the Articles or Bylaws provided that ballots shall be made available by the Secretary within a reasonable time after notice of the proposed amendments has been distributed to the membership. The Board of Directors must specify the time for closing the balloting prior to sending the electronic ballots to the membership.

Section 3. Voice Ballots. Voice ballots may be used for the purpose of changing the Articles or Bylaws at any regularly scheduled meeting of SEAALL, provided that the proposed amendments and a summary of the changes (1) have been provided to the membership by electronic means within a reasonable time or (2) published in the *Chapter Newsletter*within a reasonable time prior to the meeting.

Section 4. Successful Election. If two-thirds of the members present and voting at a meeting or two-thirds of the members casting valid electronic ballots are in favor of such amendment, it shall stand adopted.

**Article IX**

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of SEAALL shall begin on April 1 and expire midnight on March 31.

Section 2. Books and Records. SEAALL shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board.

Section 3. Anti-Discrimination.Membership in SEAALL or participation in any activity of SEAALL shall not be denied or abridged to any individual on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or gender identity.

Section 4. Conflict of Interest. Board of Directors shall be under an obligation to disclose their actual or potential conflicts of interest. Directors having such an interest shall recuse themselves from discussion and decision of the matter unless otherwise determined by the Board. A separate conflict of interest policy shall be established by resolution of the Board, and the Board shall review and sign the policy annually.

Section 5. Officer and Director Indemnification. SEAALL shall indemnify each person who is or was a Director or Officer of the organization against all cost, expense, and claims if the Director or Officer, acting in his or her official capacity, acted in good faith and reasonably believed that his or her actions were in the best interests of SEAALL in compliance with the South Carolina Nonprofit Corporation Act.

Section 6. Choice of Law and Severability. These bylaws shall be interpreted under the laws of the State of South Carolina. Under any and all circumstances, the laws of the State of South Carolina apply and shall be adhered to in the business of SEAALL in any future modifications or revisions of these bylaws. If any section or heading is deemed unlawful, the remainder shall be legally valid.

Section 7. Emergency Bylaws. In the event of an emergency, decisive action may be taken by any form of communication the Board deems necessary. In the event the President is unavailable or uncontactable, any member of the Board may step in temporarily and take authority until the President becomes available. Emergencies include, but are not limited to, flood, fire, or other unexpected catastrophic events.

Section 8. Rules of Procedure. All meetings shall be conducted in accordance with the current edition of the AIP *Standard Code of Parliamentary Procedure*except as otherwise specified by SEAALL’s Articles or Bylaws.

Section 9. Participation by Electronic and Telecommunications. Any or all members may participate in the meetings by any means of communication by which all Directors participating may simultaneously hear or otherwise interact with each other. Electronic emailing and other correspondence are also accepted, provided the Directors approve this form of communication.

Section 10. Geographic Location. SEAALL primarily serves the Southeastern region of the United States, including Alabama, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia. The District of Columbia, Puerto Rico, and the U.S. Virgin Islands are also served by SEAALL.

**ARTICLE X**

LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these bylaws, no Director, Officer, employee, or representative of SEAALL shall take any action or carry on any activity by or on behalf SEAALL not permitted to be carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2. Political Influence. SEAALL shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office.

Section 3. Earnings. No part of the net earnings of SEAALL shall inure to the benefit of any trustee, office, or individual; nor shall any of SEAALL’s net earnings, nor any of the property or assets of SEAALL, be used other than for the objects and purposes of SEAALL. SEAALL shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

Section 4. Assets. No part of the assets of SEAALL shall inure to the benefit of, or be distributed to any person, except that SEAALL is authorized and empowered to pay reasonable compensation for services rendered.

**Article XI**

DISSOLUTION

Section 1. Dissolution.In the event of the dissolution of the Organization, after all its creditors have been satisfied, its remaining assets shall be distributed exclusively to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 that, at least generally, includes a purpose similar to SEAALL. The organization to receive the assets of SEAALL shall be selected by the discretion of a majority of the Board. If the Board cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against SEAALL by one (1) or more of its Directors. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of South Carolina.

**Article XII**

ADOPTION OF BYLAWS

These Bylaws were adopted by the members of SEAALL effective the

 11th day of March, 2023.