

LEADERSHIP AND MANAGEMENT SECTION BYLAWS

ARTICLE I: NAME AND AUTHORITY

Section 1. Name

The name of this organization shall be the Leadership and Management Section (LAMS) of the New York Library Association.

Section 2. Authority

The Leadership and Management Section (LAMS) derives its authority from Article XIII of the NYLA Bylaws as such: "Upon petition of at least 300 Association members, Council may authorize the establishment of a Section. The petition shall include a statement of purpose that does not fall within the scope of any existing Section. After approval of Council, the motion to establish a Section shall be presented to the membership at an annual meeting and shall be approved by a majority vote of those members present."

ARTICLE II: PURPOSE

LAMS was established to provide a forum for the exchange of information including, but not limited to, the following:

1. Leadership and management issues, including relationships with Boards of Trustees, ethics, statistical reporting, budget and finance, and systems design.
2. Personnel administration, civil services, job information, and career development.
3. Professional development, proficiencies, salary, and recruitment.

ARTICLE III: SECTION MEMBERSHIP

Section 1. Section Membership

Any individual member of NYLA may become a member of LAMS upon the payment of the annual dues.

Section 2. Rights and Privileges

Only individual members shall have the right to vote, hold office, or serve on a committee. The privilege of membership shall include receipt of official publications.

Section 3. Dues

Annual dues for membership shall be determined by NYLA Council.

Section 4. Membership Year

The membership year shall coincide with NYLA membership terms.

ARTICLE IV: LEADERSHIP AND MANAGEMENT SECTION BOARD

Section 1. Powers

All powers of the Leadership and Management Section of NYLA shall be vested in the LAMS Board. The board shall be authorized to take any and all action in furtherance of the section's purposes.

Section 2. Board Composition

The LAMS Board shall consist of a total of twelve (12) members elected by the Section Membership. Four (4) elected members will be appointed by the LAMS Board Member to serve as officers as outlined in Article V, Section 2, while the remaining eight (8) will be members-at-large. The officers and members-at-large shall constitute the LAMS Board and as such conduct the business of LAMS. All board members shall be elected or appointed in accordance with these bylaws.

Section 3. Elections for LAMS Board Members (This process will go into effect in 2020)

1. The election of LAMS Board Members shall follow the NYLA Election Timeline.
2. Candidates for the LAMS Board shall be nominated by LAMS members or may volunteer by self-nomination. All candidates must be members of LAMS at the time of their nomination.
3. An ad-hoc Nominating Committee shall be appointed by the LAMS Board and consist of two LAMS Board Members to prepare a Slate of Candidates for all vacant or expiring LAMS Board Member positions by May 1st each year.
4. All candidate materials requested by the LAMS Board (i.e. Resume, Letter of Intent, etc.) will be due at the time of the Slate of Candidates.
5. The Slate of Candidates and candidate materials will be emailed to the LAMS Membership no later than June 10 each year.
6. Section ballots controlled by NYLA open mid-June each year and close by mid-July. Approximately one week after the section ballot closes, the results will be announced.
7. Candidates receiving the winning number of votes will begin their term on the LAMS Board following the Annual Meeting of the election year.

Section 4. Terms

1. Except as otherwise provided by these bylaws, a board member's term of office shall be three (3) years. The terms of office of Board Members have staggered end dates so that not more than four (4) Board Members' terms shall expire in any year.
2. Board members appointed by the LAMS Board to fill a vacancy caused by the resignation, death, or removal of a board member shall serve the balance of the term of the Board Member who they have been appointed to replace.
3. Elected board members shall assume their duties following the annual conference.

Section 5. Vacancies

1. Vacancies occurring due to resignation, death, or removal of a Board member among the LAMS Board shall be filled by appointment by the Board of a LAMS Member in good standing. This appointment shall serve the balance of the term of the board member who they have been appointed to replace.

Section 6. Attendance

Any Board Member absent from three (3) consecutive board meetings shall be deemed to have resigned as a Board Member if such absences are determined by a majority vote of the Board Members to have been without reasonable cause.

Section 7. Resignation

Any Board member may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board. Such resignation shall be effective upon receipt unless another date is specified therein.

Section 8. Compensation of Board Members and Officers

No Board Member or Officer shall receive, directly or indirectly, any compensation or other payment from the Leadership and Management Section unless authorized by the concurring majority vote of all Board Members and in no event shall any compensation or payment be paid or made except reasonable compensation for services actually rendered or reimbursement for disbursements actually incurred. A Board Member or Officer with an interest, direct or indirect, in any contract relating to the operation of the Leadership and Management Section or in any contract for furnishing supplies thereto, shall disclose such interest at or prior to the meeting at which approval of such contract is to be considered. The Board shall not enter into such contract unless doing so is authorized by a majority of the total number of Board Members, excluding the interested Board Member.

ARTICLE V: OFFICERS AND THEIR DUTIES

Section 1. Officers

The board appointed officers of the LAMS Board shall be a President, Vice-President, Secretary, and Treasurer. The officers must be LAMS Board Members in good standing throughout their term of office.

Section 2. Appointment of Officers (This process will take effect at the 2019 Annual Meeting)

1. The officers of the LAMS Board shall be the President, Vice President, Treasurer, and Secretary, each of whom shall be appointed annually, for a one-year term by majority vote of the LAMS Board at the Annual Meeting, and will continue to serve until such time as a replacement is appointed at an Annual Meeting, or they are removed.
2. LAMS Board Members may serve consecutive Officer appointments following the process outlined in Article V, Section 2.
3. Only members of the LAMS Board may serve as officers.
4. An ad-hoc Nominating Committee shall develop a slate of officers for these appointments to be delivered to the entire board one month prior to the Annual Meeting. Nominations from the floor may occur at the Annual Meeting. In the event of a tie vote for any position, the winner shall be chosen by lot drawn by the Chair of the Nominating Committee and witnessed by the remaining Committee members.

Section 3. Officer Resignation

Any officer may resign his or her office at any time, by submitting a resignation in writing to the President, Vice-President, or Secretary of the Board. Such resignation shall be effective upon Board Approval. The resignation by a Board Member from an Office position on the Board shall not be construed as a resignation of the Board Member as a Board Member unless such resignation is also tendered in accordance with Article IV, Section 6 of these Bylaws.

Section 4. Officer Vacancy

1. A vacancy occurring in the appointed position of President shall be filled by the Vice-President who will fill the remainder of that term.
2. Within 60 days of the position of Vice-President, Secretary, and/or Treasurer becoming vacant, the Board will appoint a current member-at-large to the position to fill the remainder of that term.

Section 6. Duties of Officers

1. President
 - a. Presides over meetings of the Board and membership.
 - b. Appoints committee chairs with the advice and consent of the Board.
 - c. Serves as ex-officio member of all committees, except the Nominating Committee.
 - d. Gives an annual report on the accomplishments and needs of LAMS at the annual meeting.
 - e. Reports annually to the President of NYLA on the activities of LAMS. Such reports are to be presented in writing one month before the annual meeting of NYLA
2. Vice-President
 - a. Assumes the duties of the President in the absence of the latter.
 - b. Performs other duties as assigned by the President.
3. Secretary
 - a. Records the minutes of meetings of the Executive Committee, annual meetings, and other meetings.
 - b. Transmits reports of LAMS activities to appropriate NYLA offices.
 - c. Corresponds with the members of LAMS as deemed appropriate by the Board.
4. Treasurer
 - a. Receives, records, certifies, and transmits reimbursement requests of LAMS to NYLA.
 - b. Reconciles LAMS financial records with NYLA records.
 - c. Submits a financial report to LAMS at Executive Committee meetings and at the annual meeting.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the LAMS board shall take place during and within the NYLA Annual Conference. During this meeting, the board will appoint officers, review the bylaws, schedule quarterly meetings, and introduce oncoming board members.

Section 2. Regular Meetings

Regular meetings of the Board shall be held at least quarterly, at such times and places as the Board Members shall determine; provided, however, that the Annual Meeting of the Board shall, for purposes of this section, be deemed to be the regular meeting of the Board in and for the quarter in which such Annual Meeting is held.

Section 3. Special Meetings

Special meetings may be called at the discretion of the Board, providing advance notice is given to the Board Members and LAMS membership at least 14 days.

Section 4. Remote Conference Meetings

The LAMS board may conduct business via conference call providing that notice was given via the LAMS Board Member listserv at least 14 days prior to the meeting date and a quorum of the Board is in attendance on the conference call.

Section 5. Quorum

Seven Board Members (a majority of the whole Board), present at an annual, regular, or special meeting, shall constitute a quorum for the purpose of transacting business at all meetings of the Board. A majority of the duly appointed members of any committee, present in the same manner, shall constitute a quorum for the purpose of transacting the business of the committee. In the absence of a quorum, the chair of the meeting shall adjourn the meeting to another time. Notice of such adjournment shall be given to all Board members or committee members, as applicable, not in attendance at the adjourned meeting.

Section 6. Meeting Minutes

A record of actions taken during all meetings shall be recorded by the Secretary and approved at the next scheduled meeting. A record of meeting minutes shall be housed on the NYLA website on the Leadership and Management Section page.

Section 7. Voting

1. At all meetings, Board Members shall receive one vote per motion put forth by the Board.
2. Electronic voting via email on business items of the Board may take place by adhering to the following procedure:
 - a. Board President sends an announcement of upcoming electronic voting to the LAMS listserv with relevant information and draft motion.
 - b. Board Members may respond, discuss, or ask for additional information.
 - c. Following relevant discussion, the Board President resends the motion to the LAMS listserv with all relevant information and language of proposed motion requesting a second and a deadline for voting.
 - d. Once second is received, all Board Members may vote in favor, against, or abstain

- from proposed motion.
- e. Once the voting deadline passes, the Secretary will tally votes and send the formal results to the LAMS listserv.
 - f. Results of electronic voting shall be confirmed in the meeting minutes of the next in-person Board Meeting.

SECTION VII: COMMITTEES AND STANDING APPOINTMENTS

Section 1. Committees of the Board

The Board may, from time to time, create committees of the Board. The Board shall appoint three or more members of the Board to such committees and a committee chair. Standing appointments outlined in Section VII, 3 shall be appointed at the LAMS Annual Meeting and included in the slate of officers developed by the Nominating Committee.

Section 2. Committee Records and Reports

Each Committee established in accordance with these byLaws will keep written records of its meetings and activities, provide a copy of such records to the Secretary for inclusion in the permanent records of the Board, and report to the Board as often, and in such form, as the Board may require.

Section 3. Standing Appointments

1. Conference Curator
 - a. Chair of the Conference Planning Committee to coordinate conference speakers for the Leadership and Management Section slots during the NYLA Annual Conference.
2. NYLA Council Representative
 - a. Liaison between NYLA Council and the LAMS Board
 - b. Prepare and deliver reports from NYLA Council actions to the LAMS Board

SECTION VII: FINANCES

Section 1. Fiscal Year

The fiscal year shall be concurrent with that of the New York Library Association.

Section 2. Budget

The LAMS Treasurer will draft a budget annually to be approved by the LAMS Board at the Annual Meeting.

Section 3. Financial Authorization

No officers, committee chairs or members shall incur any expense in the name of LAMS unless authorized by the Treasurer and President.

Section 4. Financial Records

The official financial records shall be maintained at the offices of NYLA.

Section 5. Audit

The Treasurer shall keep accurate records of all financial transactions subject to any audit performed by NYLA or its accountants.

ARTICLE IX: DISSOLUTION

The Leadership and Management Section may dissolve under a two-thirds vote of its total membership or by the process outlined in the NYLA bylaws. All assets held by the LAMS Board at the time of dissolution shall be granted to NYLA.

ARTICLE X: OFFICIAL DEPOSITORY

The Secretary shall maintain the official file of all publications, reports, minutes, etc. pending transfer, as appropriate, to the NYLA Archives.

ARTICLE XI: AMENDMENTS

Section 1. Amending bylaws

Bylaws may be amended by a two-thirds (2/3) vote of the members providing that notice of the amendment has been distributed to the membership at least 30 days prior to the vote. Upon approval by the membership, the changes shall be submitted to NYLA Council for review.

Section 2. Electronic Voting to Amend Bylaws

Electronic voting to amend bylaws shall be permitted following Article VI, Section 5.

ARTICLE XII: CONFLICTING BYLAWS

In the event of a conflict between these Bylaws and the Bylaws of NYLA, the Bylaws of NYLA shall be controlling.

Adopted 1988

Revised 10/98, 2/03, 10/09, 11/11, 11/18