ARTICLE I.

Name

Section 1. Name. The Corporation shall be known as: New York Library Association, Inc. (hereinafter "the Association").

ARTICLE II.

Corporate Purposes & Applicability

Section 1. Corporate Purposes. The purposes of the Association are set forth in the Certificate of Incorporation as may be amended, and qualify the Association for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. The purpose of NYLA is to lead, educate, and advocate for the advancement of the New York library community.

ARTICLE III.

Membership

Section 1. Classes of Membership. The Association shall have two (2) classes of Members: Personal and Organizational.

Section 2. Qualifications & Criteria for Membership. The Board of Directors (hereinafter referred to as the “Council”) establishes qualifications and criteria for Membership.

Any person or organization interested in the mission of the Association is considered a member upon payment of the annual dues to the Association. Dues rates are determined by a vote of the Council and are differentiated based on the category of membership. The Membership year is for a period of twelve months beginning the first of the month following the date in which the dues are received. Membership is non-transferable and non-refundable. Only Personal Members of the Association shall have the right to vote, hold office, or serve on a committee.

2.1. Personal Members. Personal Members are of the following classes:

a) Professional: Individuals who are employed in a professional capacity in library and information delivery organizations and have paid dues individually or been designated for personal membership by an Organizational Member through individual membership.

b) First Time: Individuals in their initial year of Professional Membership

c) Library Assistants/Support Staff: Individuals who are not librarians and are employed by a library or library system and have paid dues individually or been designated for personal membership by an Organizational Member through individual membership.

d) Friends/Trustees: Individuals not employed as a librarian or by a library or library system and have paid dues individually or been designated for voting or nonvoting personal membership by an Organizational Member through individual membership only.

e) Honorary Life: Individuals who receive selected annual awards of the Association that include this benefit

f) Student: Individuals enrolled in graduate school and have paid dues individually. An individual's eligibility for this class of membership shall not exceed five consecutive years.
g) **Retired/Unemployed**: Individuals unemployed or retired from library and information delivery organizations and have paid dues individually.

2.2. **Organizational Members.** Organizational members shall designate one member of the organization as their **Organizational representative**, who shall be entitled to vote in the same manner as a Personal member, on the organization’s behalf. Organizations may also include in their membership a number of trustees or individuals employed by the organization who will have all the rights and privileges as Personal members. The maximum number of individuals that can be included in the membership is predefined by the budget range of the organization and set at the time dues are paid. All trustees are automatically included in organizational membership as nonvoting members. Organizations may choose to add an LTAS Rider to give Personal membership rights to all trustees. The schedule of dues and bundled Personal memberships for Library and Library System members is set by the Council and found in the Financial Policies Manual. **Organization members may be:**

a) Libraries

b) Library Systems

c) Library/Information Science Schools

d) For-Profit Organizations

e) Not-for Profit Organizations

f) Friends of Libraries Groups

g) Affiliate Organizations

2.3. **Additional Opportunities for Either Membership Class.** The following enhancements are available for Members of either class:

a) Members of the Association may designate their primary Section of the Association, with a percentage (at least 20%) of their annual dues being allocated to the designated Section. The percentage will be determined annually by a vote of Council during the NYLA annual budget process. Members may elect to join more than one Section. A fee determined by the Council is required for each additional Section joined.

b) Members may join as many Roundtables as they choose. A fee determined by the Council is required for each Roundtable joined.

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**Section 3. Dues & Membership Year.** The Council of the Association shall establish the dues for each category and class of Membership. The Membership year is for a period of twelve months, beginning the first day of the month after the Membership dues have been received by the Association.

**Section 4. Annual Meeting.** An annual meeting of the Membership voting members shall be held at a time determined by the Council. The meeting may be held in an in-person, virtual, or hybrid mode as determined by the Council and announced in advance.

**Section 5. Special Meetings.** Special Meetings of the Members entitled to vote voting members may be called at any time by the President, a majority vote of the Council, or upon the written request of at least ten percent (10%) percent of the Personal members entitled to vote. No business shall be conducted at a Special Meeting that is not included in the issued Notice. Calls for Special Meetings shall be submitted to the Executive Director of the Association. Meetings called by ten percent of the Personal members must be called by written notice signed by those Personal Members, specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The secretary of the corporation upon receiving the written demand from the Executive Director shall promptly give notice of such meeting, or if they fail to do
so within five business days thereafter, any member signing such demand may give such notice. The meeting may be held in an in-person, virtual, or hybrid mode as determined by the Council and announced in advance.

Section 6. Meeting Notice. Notice of a Meeting of the Members of the Association shall be issued as prescribed by statute.

Section 7. Quorum. At any duly called Meeting of the Membership (in-person, virtual, or hybrid), the lesser of ten percent (10%) of eligible personal members, or one-hundred (100) personal members, shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member(s).

Section 8. Annual Report. The Council of the Association shall annually present to the Membership a report outlining the Association’s fiscal status. This report shall include an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year, confirming assets (restricted and unrestricted) and liabilities, revenues and receipts, and expenses, and a report on the number of members, together with a statement of increase or decrease in the fiscal year. Each such report shall be filed with the records of the Association and a copy, or an abstract thereof, shall be entered in the minutes of the proceedings of the Meeting of the Members at which the report is presented.

ARTICLE IV.

Officers

Section 1. Officers of the Association. The personal members of the Association shall elect the Officers of the Association by majority vote from the Personal Members of the Association. The Officers of the Association shall be President, President-Elect, Immediate Past President, Treasurer, and Treasurer-Elect. The office of the President shall rotate among the three types of libraries: public; school; and academic/special. Officers of the Association shall begin service at the passing of the gavel at the Annual Conference or by November 15 whichever comes first.

All officers shall turn over their records in good order to their successors within one month after the date they take office. The terms of office are:

- The President shall serve a term of one (1) year, and become Immediate Past President upon expiration of the President’s term. Duties include and are not limited to:
  - Preside at all meetings of the Council
  - Authorize calls for any special meetings
  - Appoint all committees
  - With the Executive Director, execute all documents authorized by the Council
  - Serve as ex-officio voting member of all committees
  - Perform all duties associated with that office as defined in NYLA Leadership Manual
- The Immediate Past President shall serve a term of one (1) year. Duties include and are not limited to:
  - Serve as Chair of the Nominating Committee
- The President-Elect shall serve a term of one (1) year and shall become the President upon the expiration of the President's term. Duties include and are not limited to:
  - Preside at meetings of the Council in the event of the absence or disability of the President
Assume and perform the duties and functions of the President in the event of a vacancy in the office of the President

- Perform all duties associated with that office as defined in NYLA Leadership Manual
- The Treasurer shall serve a term of two years. Duties include and are not limited to:
  - Serve as the fiscal officer of the Council and perform such duties as are generally associated with that office as defined in the NYLA Leadership Manual
- The Treasurer-elect shall serve a term of two (2) years concurrent with the Treasurer's term and shall become the Treasurer upon the expiration of the Treasurer's term. Duties include and are not limited to:
  - Assume the role of fiscal officer of the Council and perform such duties as are generally associated with that office in the event the Treasurer is unable to perform the duties of the office
  - Perform all duties associated with that office as defined in NYLA Leadership Manual
- Each elected officer shall hold office for the term until the successor has been appointed.
- The Officers of the Association will be considered the Executive Committee of the Council.

Section 2. Executive Committee. The Executive Committee shall have the powers and duties prescribed in the bylaws of the Association herein and those delegated by the Council, unless otherwise precluded by statute, regulation, or these bylaws. Duties include and are not limited to (see also Article VI, 2.1.2):

- With the Executive Director, create staff positions and associated job descriptions
- Conduct business in between official Council meetings and report actions and decisions to Council in a timely manner
- Manage and oversee the Association’s finances

Section 3. Vacancies. Vacancies occurring during an Officer’s term shall be filled as follows:

3.1. President. The President-Elect shall assume the Presidency if a vacancy occurs in the elected President's position and will serve the unexpired portion of the President’s term. The President-Elect will then assume a full term as President.

3.2. Immediate Past President. If the office of Immediate Past President becomes vacant for any reason, the President shall appoint a replacement from those past Presidents of the Association who are Personal Members of the Association. The appointee shall serve the remainder of the term.

3.3. Treasurer. The Treasurer-Elect shall assume the office of Treasurer if a vacancy occurs any time during the Treasurer’s term, and will serve the unexpired portion of the Treasurer’s term. The Treasurer-Elect will then assume a full term as Treasurer.

3.4. President-Elect and Treasurer-Elect. If the office of President-Elect or Treasurer-Elect becomes vacant for any reason, a special election to fill these positions shall be held within sixty days, carried out through procedures established by the Council.

Section 4. Executive Director.

4.1 Selection. The Association President will appoint a Search Committee Chair with the approval of the Executive Committee. The Search Chair will assist in creating the search committee. The membership of the entire search committee must be approved by Council. The search committee shall include at least one officer of the Executive Committee, one system representative each from the three system types, and one representative from each library type. The search committee shall review and interview candidates and...
make a recommendation of finalists to the Executive Committee. The Executive Committee shall select the final candidate and present its recommendation to the Council for approval.

The Executive Director is considered an ex-officio member of the Council and has no voting privileges.

4.1. Duties. The Executive Director and staff shall be employed by the Executive Committee under contracts which specify the terms and conditions of employment and duties and responsibilities. The Executive Director shall carry out the policies of the Council, under direction of the Executive Committee, and is responsible for the everyday operation of the Association. The Executive Director is considered an ex-officio member of the Council and has no voting privileges. Additional duties include and are not limited to:

- Be the Chief Administrative Officer of the Association and be responsible for the implementation of NYLA policies
- Report regularly to Council and render an annual report to the membership of the Association’s progress and activities
- Supervise all Association staff
- Maintain all publications, reports, minutes and other records
- Deposit appropriate records in the New York State Library, Albany
- Maintain currency of the Manual of Policies and Procedures
- Assure all financial records are accurate and transparent
- Serve as the Secretary of the Association, but shall not be considered an Officer of the Association.

ARTICLE V.

Association Council

Section 1. General Management. The Association shall be governed by a Council, which shall function as the board of directors and shall have authority in governing the operations, finances and affairs of the Association. The Council shall approve a budget for the succeeding fiscal year prior to the conclusion of the current fiscal year. The Council shall determine the policies and procedures of the Association. The Council may propose amendments to the bylaws for member approval.

There shall be one official publication of the Association, which shall be issued at regular intervals on a schedule determined by the Council and distributed regularly to all Members of the Association.

Section 2. Membership. The Council shall consist of the Officers of the Association as identified in Article IV, Section 1, six Councilors-at-Large, the American Library Association (hereinafter referred to as “ALA”) Chapter Councilor, and one representative from each Section and Regional Chapter of the Association. The terms of office for all members of the Council shall begin immediately after the passing of the gavel at the Annual Conference, or by November 15, whichever comes first.

2.1. Terms of Office. The Council takes office immediately after the passing of the gavel at the Annual Conference or by November 15, whichever comes first. In addition to the elected officers, the six Councilors-at-Large are elected for terms of three (3) years, two to be elected each year.

2.2 Councilor-at-Large. Each Councilor-at-large represents a constituency group of the Association (public, school and academic/special). Two from each constituency group are elected to Council. Two seats from different constituencies are up for election each year and these candidates shall not be from the same constituency as the President-elect. The six Councilors-at-Large shall serve no more than two consecutive terms. The role of the Councilor-at-large includes and is not limited to:
• Represent the interests of the whole Association in addition to the constituency the Councilor is elected to serve
• Communicate Council news to the constituency elected to serve
• Maintain regular communication with constituency the Councilor is representing

2.3 ALA Chapter Councilor. The ALA Chapter Councilor is elected for a term of three years to serve as the Association’s representative on the ALA Council. The ALA Chapter Councilor shall serve no more than two consecutive terms.

The role of the ALA Chapter Councilor includes and is not limited to:
• Report to NYLA Council on ALA issues and action items year round and solicit input from NYLA on national issues
• Represent NYLA as New York Chapter Councilor

2.4 Sections and Regional Chapter Council Representation. Each Section and Regional Chapter shall be represented by its President, or by an individual elected from their membership, under procedures determined by the Section or Regional Chapter.

2.5. Nomination and Election. Candidates for elected offices of the Council are nominated by the Nominating Committee (see Article VI, 3.2.1) or by members of the Association through petition. Candidates nominated through petition must submit signatures totaling 1% of the Association’s Membership as determined by December 31 of the preceding year. The petition candidates’ names must be presented to the Nominating Committee by April 15. All candidates must be a Personal Member of the Association at the time of their nomination and throughout their terms of office.

The slate of candidates shall be announced and ballots issued by the most efficient and comprehensive means to all Personal Members and Organization Representatives of the Association by June 1st. Any ballots cast later than June 15th are void, unless the election is for a special election. If any election for Association office results in a tie, the Executive Director shall, with a Member of the Association present, draw lots to determine the winner of the office. The Members of the Association shall be informed of the results of the election prior to the Annual Meeting.

2.6. Vacancies. Vacancies occurring in the elected positions of Councilor-at-Large or ALA Chapter Councilor will be filled by special election within sixty days, through procedures established by the Council. In the event that a vacancy occurs between the time of election and before the winning Councilor-at-large is seated at the Annual Conference or by November 15, whichever comes first, the candidate with the next highest number of votes in the election will be appointed. Vacancies occurring due to absences or resignations in the positions of Section or Regional Chapter representative will be filled at the discretion of the represented Section or Regional Chapter.

2.7. Resignation. An elected member of the Council may resign at any time by giving written notice to the Council or the President, and the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

2.8. Removal. Any member of the Council may be permanently removed for cause by a two-thirds (2/3s) majority vote of the Council at any Regular Meeting or Special Meeting of the Council called for that purpose. Any member of the Council may be permanently removed with or without cause by a majority vote of the Membership at any Annual Meeting or Special Meeting of the Members called for that purpose. Any member of Council who fails to attend two consecutive meetings without excuse shall be removed from Council automatically and a replacement shall be appointed or elected as provided for in this Article or requested from the appropriate Section.
Section 3. **Meetings.** The Council shall hold at least three (3) Meetings per year. All meetings of Council are open to members in good standing. At the discretion of Council, any member of the Association who attends the meeting may make comments or ask questions.

3.1. **Executive Session.** The Council may, upon a simple majority vote, determine that an executive session is needed. Only voting members of Council may attend executive sessions. Any individual required to be present at executive sessions who is not a voting member of Council must be approved by a two-thirds vote of Council. A motion and second must be made indicating the reason for the need for executive session. At the conclusion of executive sessions, the President shall announce the general outcome, motion or action taken during the executive session.

3.2. **Virtual Attendance.** Members of the Council may participate in any meetings by any virtual electronic communication method approved by Council. Participation by such means shall constitute presence in person at a meeting of the Council.

3.3. **Absences.** If a section council member is unable to attend a meeting and designates an alternate, an alternate, elected from among the members of section to be a consistent proxy at meetings of section’s alternate, the representative alternate is authorized to vote.

Section 4. **Quorum.** A majority of the voting Members of the Council shall constitute a quorum for the transaction of any business.

Section 5. **Voting.** Each Official Member of the Council shall have one (1) vote.

Section 6. **Action by the Council.**

6.1. **Parliamentary Law.** In all matters of parliamentary procedure not covered or contradicted by these By-Laws, or by an applicable statute, regulation or contractual obligation, the current edition of Robert’s Rules of Order, Newly Revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

Section 7. **Authority of the Council to Facilitate: Sections, Chapters, Roundtables.**

7.1. **Sections.** Upon petition of at least 300 Members of the Association, the 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 the Council, the motion to establish a Section shall be presented to the membership on the ballot for elections to the Council and shall be approved by a majority vote. The Council may change the status of a Roundtable to that of a Section upon request of the majority of the members of a Roundtable provided the Roundtable has at least 300 members over a period of two consecutive years. After approval of the 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. A Section may admit as members only those who are Members, in good standing, of the Association.

7.1.2. **Dissolution of Sections.** When the need for any Section has ceased or is being addressed in other ways, or when membership of a Section ceases to be maintained at the 300-member level for a period of two consecutive years, it may be abolished by two-thirds of the total vote of the Council or the Section may vote to abolish itself.

7.2. **Chapters.** Upon petition of at least 300 Association members, the Council may authorize the
establishment of a Regional Chapter. The petition shall include a statement of purpose that does not fall within the scope of any existing Section or Chapter, nor fall within an area already served by an Association Chapter, and must stipulate that the Chapter will serve all types of librarians within the proposed service area. After approval of Council, the motion to establish a Chapter shall be presented to the membership on the ballot for elections to the Council and shall be approved by a majority vote. A Chapter may admit members who are not Members of the Association, but a minimum of 25% of a Chapter’s members must also be Members of the Association.

7.2.2. Dissolution of Chapters. When the need for any Chapter has ceased, or is being addressed in other ways, or when membership of a Chapter ceases to be maintained at the 300-member level for a period of two consecutive years, or Association Membership among the Chapter members falls below 25%, it may be abolished by two-thirds of the total vote of the Council or the Chapter may vote to abolish itself.

7.3. Roundtables. Upon petition of at least 25 Personal Members of the Association, the Council may authorize the establishment of a Roundtable. The petition shall include a statement of purpose that does not fall within the scope of any existing Section or Roundtable. Any Member of the Association, in good standing, may become a member of any Roundtable.

7.3.2. Dissolution of Roundtables. When the need for any Roundtable has ceased or is being addressed in other way, or when membership of a Roundtable ceases to be maintained at the 25-member level for a period of two consecutive years, it may be abolished by two-thirds of the total vote of Council or the Roundtable may vote to abolish itself.

7.4. Duties & Restrictions. Officers of Sections, Chapters and Roundtables shall be elected according to their bylaws, and they shall assume office at the same time as other officers of the Association. No Section, Chapter, or Roundtable may speak for the Association, commit the Association to any policy or action, or incur expenses on behalf of the Association. Each Section, Chapter, and Roundtable shall provide written annual reports to the Association office on their activities, for each fiscal year, by August 1.

ARTICLE VI.

Committees

Section 1. Committee Types & General Authority & Responsibilities. The Council may charge committees to perform various functions on behalf of the Council or the Association in either of the two (2) available types: Committees of the Council and Committees of the Association. Each Committee of the Council and Committee of the Association, and every member thereof, shall serve at the pleasure of the Council. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the entire Council, and report to the Council, at its next scheduled Regular Meeting, all activities and determinations.

Section 2. Committees of the Council. There shall be the following Standing Committees of the Council:

• The Executive Committee and
• The Audit & Finance Committee.

Committees of the Council shall be comprised solely of, at least, three (3) voting Council Members, elected by majority vote of the entire Council, and shall have either standing authority and/or may be designated specific authority from time-to-time by the Council to take action within statutory limitations that would legally bind the Council and/or the Association.
2.1. Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer and the Treasurer-Elect. The President shall serve as Chair of the Committee. The Executive Director may attend and shall serve as Secretary and an ex-officio, nonvoting member. If the Executive Director cannot attend, the Past President shall serve as the Secretary for any executive committee meetings.

2.1.2. Duties. The Executive Committee shall serve as the interim governing body between Council Meetings (see also Article IV, Section 2). The Executive Committee shall report its decisions to Council in a timely manner. The Council may delegate to the Executive Committee any power within the scope of the Council. A majority of the Members of the Committee shall constitute quorum.

2.2. Audit & Finance Committee. The Audit & Finance Committee shall consist of the Treasurer, the Treasurer-Elect, and three At-Large members Councilors representing the library community to be appointed by the Council upon the President’s nomination. These members must be found by resolution of the Council to be “Independent Directors” (as defined by Appendix “A”); however, under no circumstances shall the Association’s “Independent Auditor” (as defined by Appendix “A”) or a partner, employee of business associate or “Relative” (as defined by Appendix “A”) of the Independent Auditor’s firm, serve on the Committee. The Treasurer shall serve as Chair of the Committee. The Executive Director shall serve as Secretary and is an ex-officio, nonvoting member. If the Executive Director cannot attend, the Treasurer-Elect shall serve as the Secretary for any audit and finance committee meeting.

2.2.2. Duties. The Audit and Finance Committee shall oversee all audits and the overall fiscal affairs of the Association and serve as the investment advisor. The Committee shall develop a budget for approval by the Council; propose policies governing the finances of the Association for adoption by the Council; and, endeavor to assure that all the Association’s institutional funds are deposited, invested and withdrawn in a manner consistent with all applicable statutes, regulations and contractual obligations, if any. The Committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or, otherwise, addressed. It shall periodically review the Association’s internal and financial controls, and the adequacy of the Association’s insurance coverage. It shall also assure that proper policies and procedures are in place to ensure that all newly-received and annually-submitted Conflict of Interest Disclosure Statements, an unexecuted copy of which is annexed to these By-Laws as Appendix “B,” and any case-specific Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes.

Section 3. Committees of the Association. Committees of the Association shall be comprised of, at least, three (3) individuals recommended for appointment by the President and approved by majority vote of the entire Council and shall either have standing authority or may be designated specific authority from time-to-time by the Council. Committees of the Association are advisory in nature and cannot take actions that bind the Council and/or the Association. There shall be the following Standing Committees of the Association: Nominating Committee, Policy Committee, Personnel Policy Committee. The President, President-Elect and the Executive Director shall be ex-officio, non-voting, members of Committees of the Association.

3.1. Nominating Committee. The President shall recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Council, the membership of the Nominating Committee. The Committee shall consist of four members, each from a different Section, and the Immediate Past President, who shall serve as Chair of the Committee. Members of the Nominating Committee are ineligible for elected office.

3.1.2. Duties. The Committee shall prepare a slate of candidates for elected offices of the Council, to be filled in the following conference-to-conference year. The slate shall consist of at least two
candidates for each office. The Committee shall submit, by resolution for approval of the Entire Council, the slate of nominated candidates by March 15 and the final slate that includes petition candidates by April 30; the slate shall be distributed to the Membership of the Association by June 1.

3.2. Policy Committee. The President shall recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Council, the membership of the Policy Committee.

3.2.2 Duties. The Committee shall regularly review all policies of the Association, develop new policies as appropriate, and submit recommended policies and policy revisions to Council for approval.

3.3 Personnel Policy Committee. The President shall recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Council, the membership of the Personnel Policy Committee.

3.3.2 Duties. The Committee shall regularly review personnel policies and the Personnel Handbook for compliance with applicable federal and state statutes, state regulations, and best practice, develop new policies as appropriate, and submit recommended policies and policy revisions to Council for approval. The Personnel Policy Committee does not oversee the evaluation of Association employees.

3.4. Other Standing Committees. The Council, by resolution adopted by the majority of the Entire Council, may designate other Standing Committees, with such authority as the applicable resolution shall provide, and constituted according to the requirements of this Article and applicable statutes. The Council shall annually review each Standing Committee, and determine whether the Committee shall continue with its charge.

3.4.2 Appointments. The composition of Committees must be contained in the applicable resolution language, as adopted by the Council, and subject to this Article. The President or President-Elect shall recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Council, membership on all Standing Committees. The President must make a diligent effort to determine Committee Chairpersons and their Membership by the end of the Annual Conference.

3.5. Task Forces. The President, by resolution submitted to and adopted by the majority of the Entire Council, creates Task Forces and recommends their members. The charge of a Task Force may not exceed the scope of the Council or any Committee of the Association. The creation of any task force shall be specific in scope and duration.

3.5.2 Appointments. The composition of Task Forces must be contained in the applicable resolution language, as adopted by the Council, and subject to this Article. The President or President-Elect may recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Council, membership on Task Forces.

Section 4. Meetings. Meetings of committees, of which no formal notice shall be necessary, shall be held at such time, place, and format as may be fixed by the President or the Chair of the applicable Committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Council, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject to the direction of the Council, except where the Council has permissibly delegated authority to act, within statutory limitations, to a Committee of the Council. All committees shall maintain and provide to Council minutes of their meeting actions, decisions, and/or recommendations.
Section 6. *Vacancies*. Vacancies created on a Committee of the Council or a Committee of the Association shall be filled in accordance with the requirements of this Article.

**ARTICLE VII.**

**Elected Officer & Director Compensation, Reimbursement & Loans**

Section 1. *Compensation*. No Officer of the Association, Member of the Council, or Member of a Committee or Task Force shall receive compensation for their service. However, with prior approval of the Council, they may be reimbursed for actual, reasonable expenses incurred in the performance of their duties. The Council shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for employed staff of the Association.

Section 2. *Loans*. No loans shall be made by the Association to its Directors, Officers, Members of Committees or to any other corporation, firm, association or other entity in which an Officer, Member of the Council, or Committee Member of the Association are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

**ARTICLE VIII.**

**Fiscal Year & Independent Financial Audit**

Section 1. *Fiscal Year*. The fiscal year of the Association shall commence on the 1st day of July and conclude on the 30th day of June.

Section 2. *Independent Financial Audit*. If required by statute, contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Council, the accounts of the Association shall be subject to an annual audit report or review to prepared by an Independent Auditor (as defined by statute) to be overseen by either the Council, or an authorized Committee of the Council.

**ARTICLE IX**

**Affiliation with American Library Association (ALA)**

Section 1. The Association shall be a chapter of the American Library Association (ALA), as provided in the Bylaws of the ALA. A Chapter Councilor shall be elected at the same time as Association officers, for a term as required by the constitution and Bylaws of ALA. The Chapter Councilor shall also be a member of the Council.

**ARTICLE X**

**Statutory Compliance**

Section 1. *Definitions*. Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of the Association be specifically defined in Appendix “A” of these By-Laws the stipulated definition of such term shall govern for purposes of interpreting the By-Laws and/or corporate policies.
Section 2. Conflicts of Interest & Related Party Transaction Protocols. This Association shall adopt, and at all times honor, a written Conflicts of Interest & Related Party Transaction Policy to assure that Officers, Members of the Council, Committee Members and Key Employees act in the Association's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

i. Procedures. Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Council, or an authorized committee, as appropriate.

ii. Restrictions. Stipulations that when the Council, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

- be present at, or participate in, any deliberations;
- attempt to influence deliberations; and/or,
- cast a vote on the matter.

iii. Definitions. Definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.

iv. Documentation. Requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Association, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

v. Audit-Related Disclosure. Protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transactions are properly forwarded to the Council, or another authorized committee, as appropriate, for purposes of audit-related consideration.

Section 3. Conflicts of Interest & Related Party Transaction Conflicts Policy. The Conflicts of Interest and Related Party Transaction Policy of the Association is annexed hereto as Appendix “B.” This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Council present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

Section 4. Potential Conflicts Disclosure Statement. The Potential Conflicts Disclosure Statement of the Association required in order to comply with the mandates of Section 2 of this Article is annexed hereto and made a part hereof as Appendix “C.”

ARTICLE XI.

Indemnification of Directors, Officers & Employees

The Association shall indemnify its Councilors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted against the Councilor, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Councilor, Officer, employee or volunteer of the Association and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of the Association, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, the Association shall be required to purchase and maintain appropriate Councilors and Officers (“D & O”) liability insurance coverage.

ARTICLE XII.
Fundamental Corporate Changes

Section 1. By-Law Amendment. Amendments may be initiated by the Council, or by petition of 25 or more personal Members. The Council shall be required to submit all proposed amendments of the Association’s bylaws with recommendations and rationales, for ratification by a majority of Members who cast a ballot (a minimum of 100 ballots must be cast) either at the annual membership meeting or through electronic ballot. Membership shall have at least 30 days to review and publicly comment on any proposed amendments to the bylaws.

Section 2. Certificate of Incorporation Amendment. The Association’s Certificate of Incorporation may be changed or amended, in whole, or in part, by a two-thirds (2/3) majority vote of the Members present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Change or Amendment is accepted for filing by the New York Department of State.

Section 3. Creation of Corporate Affiliate Relationship. This Association may enter into an Affiliate (as defined by Appendix “A”) relationship, such as a parent/subsidiary with another corporation, or form a new corporation for purposes of establishing an Affiliate relationship, by a two-thirds (2/3) majority vote of the Councilors present at any Annual Meeting or Special Meeting called for that purpose.

Section 4. Merger or Consolidation. This Association may be merged or consolidated by a two-thirds (2/3) majority vote of the Councilors voting Members present at any Annual Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York Department of State.

Section 5. Dissolution Procedure. Unless stipulated otherwise herein, this Association may be dissolved by a two-thirds (2/3) majority vote of the Councilors voting Members present at any Annual Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Dissolution is accepted for filing by the New York Department of State.

5.2. Residual Assets. In seeking approvals necessary for Dissolution, the Association shall exercise its best efforts to assure that any residual assets shall be donated to another Not-for-Profit Corporation, or Corporations, qualified under Section 501(c)(3) of the Internal Revenue Code with corporate purposes similar to those of this Association.
APPENDIX A—By-Law & Corporate Policy Definitions

1. **Affiliate.**
   An “Affiliate” of the Corporation means any entity controlled by, or under common control with, the Corporation.

2. **Committee - Charitable Corporation.**
   Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with charitable purposes.

3. **Committee - Non-Charitable Corporation.**
   Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with non-charitable purposes.

4. **Officer.**
   An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

5. **Director.**
   A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

6. **Entire Board Council.**
   The “Entire Board Council” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the By-Laws provide that the Board of Directors shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

7. **Key Employee Person.**
   A “Key Employee Person” means any person who is in a position to exercise substantial influence over the affairs of the Corporation, including any employee with responsibilities concerning capital expenditures, operating budget, employee compensation, or a substantial portion of the organization’s income/expenses.

8. **Relative.**
   A “Relative” of an Officer, Director or Key Employee of the Corporation means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren and ancestors.

9. **Independent Director.**
   An “Independent Director” means a Director who:
   
   i. is not, and has not been within the last three (3) fiscal years, an employee of the Corporation.
or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) fiscal years, a Key Employee Person (as defined by these By-Laws) of the Corporation or an Affiliate;

ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars ($10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation); and,

iii. is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made "payments" to, or received "payments" from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars ($25,000) or two percent (2%) of such entity's consolidated gross revenue; and,

iv. is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the corporation's outside auditor or who has worked on the corporation's audit at any time during the past three years.

For purposes of this definition the term "payments" does not include charitable contributions.

10. Independent Auditor.
An "Independent Auditor" means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, employee or volunteer of the Corporation or has a Relative who is such an individual.