

BY-LAWS OF ASSOCIATION OF COLLEGE RESEARCH LIBRARIES, WESTERN NEW YORK/ONTARIO  
CHAPTER, INC.

ARTICLE I

MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Corporation. [The membership will be divided into two classes, namely, those members who also serve as Directors of the Corporation (the “Directors”) and all other members (“Members”). The Board of Directors of the Corporation may establish such other criteria for membership, including a schedule of dues, as they deem appropriate. Members do not have to be a member of the American Libraries Association or Association of College Research Libraries, Inc. The membership year shall be September 1 through August 31.

Section 2. Meetings. The annual meeting of the members (the “Annual Meeting”) for the election of the Directors and Officers and for the transaction of such other business as may come before the Members shall be held each year at the place (which may be either within or outside the State of New York), time and date, as may be fixed by the Board of Directors. Special meetings shall be held whenever called by resolution of the Board of Directors, the President of the Board, the Executive Director, or by a written demand to the Secretary of one fifth of the current members eligible to vote.

The secretary upon receiving the written demand or Resolution shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing such demand may give such notice.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than ten, nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the members, a majority of the Directors, present in person or by proxy shall constitute a quorum for the transaction of business. Twenty members shall constitute a quorum of the chapter. In the absence of a quorum, a majority of the members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Organization. The President of the Corporation shall preside at all meetings of the members or, in the absence of the President, shall be chosen by the members present. The Secretary of the Corporation shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. Voting. At any meeting of the members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any member, any vote for directors or upon any question before the meeting shall be by ballot.

Section 7. Action by the Members. Except as otherwise provided by statute or by these by-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members.

Section 8. Special Actions Requiring Vote of Members: The following corporate actions may not be taken without approval of the members:

- (a) a majority of the votes cast at a meeting of the members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;
- (b) two-thirds of the votes cast at a meeting of the members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. Powers and Number. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. The number of directors constituting the entire Board after the first annual meeting of the members will be [odd number], but in no event shall the entire Board consist of less than three (3) directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation. They shall serve until the first annual meeting of the members. The Directors shall be elected to hold office for one-year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to a maximum of two consecutive terms. Directors shall be elected at the annual meeting of members by a plurality of votes cast or by membership action without a meeting pursuant to the rules for actions by members as stated in these by-laws.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the directors for any reason may be filled by vote of a majority of the directors then in office, regardless of their number, and the directors so elected shall serve until the next annual meeting of the members.

Section 4. Resignations. Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Removal. Any director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. Any director can be removed at any time with or without cause by a vote of the members.

Section 6. Meetings. Meetings of the board may be held at any place within or without the State of New York as the board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors in each year shall be held immediately following the annual meeting of the members. Other regular meetings of the Board shall be held no less than two times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the President of the Board, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Quorum and Voting. Unless law requires a greater proportion, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 8. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request file with the Secretary), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telegram or cablegram or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any director of who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 10. Compensation. No compensation shall be paid to Directors.

### ARTICLE III

#### OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President, **Vice-President/President-Elect**, Secretary, Treasurer and Past-President. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. The President shall be a Director of the Corporation; the other Officers need not be Directors of the Corporation. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Offices. The Officers of the Corporation shall be elected at the annual meeting of the Board of Directors held immediately following the annual meeting of members. The President, whether elected at the Annual Meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the next Annual Meeting held one year after his/her election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier. The Secretary and Treasurer shall serve for two consecutive years. All Officers are limited to a maximum of two consecutive terms per office.

Section 3. Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties, as a majority of the Board of Directors may from time to time determine. No such other Officer or agent need be a Director of the Corporation. To the full extent allowed

by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors. In the case of a vacancy in office of the President, the Vice-President shall assume that office. A vacancy in the office of the Vice-President shall be filled only by election.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the Office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice-President: Powers and Duties. The Vice-President shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice-President, pursuant to a resolution by the Board of Directors, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties. **The Treasurer shall collect membership applications and fees. He or she** shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Archivist: Powers and Duties. The Archivist shall be appointed each year by the President with approval of the Board. There is not a limit on the number of terms that one person may serve. He or she shall be responsible for collecting and organizing documents pertaining to the history and operation of the Corporation. The Archivist shall provide, as needed, documents to assist the present leadership in performing their duties. He or she shall compile, as requested, information for the generation of reports, histories, etc. relative to the Corporation.

Section 11. Webmaster: Powers and Duties. **The Webmaster shall be appointed each year by the President with approval of the Board. There is not a limit on the number of terms that one person may serve. He or she shall be responsible for designing and maintaining the Corporation's web site.**

Section 12. Newsletter Editor: Powers and Duties. **The Newsletter Editor shall be appointed each year by the President with approval of the Board. There is not a limit on the number of terms that one person may serve. He or she shall be responsible for collecting submissions and creating the Corporation's newsletter.**

## ARTICLE IV

### COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President of the Board of Directors shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filing of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

Special committees may be appointed by the President of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Committees of the Corporation. The Board or the members may create committees of the corporation. Committees created by the Board shall be appointed by the President of the Board of Directors with the consent of the Board. Committees created by the members shall be elected by the members, unless the members authorized the President to appoint said committees with the consent of the Board.

Section 3. Standing Committees. Standing Committees are established to consider matters of the Chapter that require continuous member attention. They are as follows:

- a) Membership and Promotion Committee. Solicits Chapter membership and encourages national membership. Manages all media relationships.
- b) Program Committee. Organizes programs, meetings, and workshops that promote professional growth for members. Arrange for speakers, meals and accommodations.
- c) Nominations and Elections Committee. Solicits nominations for the elective offices of the Corporation, establishes a slate of candidates and notifies the Chapter members of this slate and conducts the elections, including the tallying and reporting of results.

## ARTICLE V

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporations' behalf to sign bills, notes receipts, acceptances, endorsements, checks releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash, but may not be invested in stocks, bonds or other securities.

ARTICLE VI

OFFICE AND BOOKS

Section 1. Office. The office of the corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the members and of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 and 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE IX

AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors, or by the members of the Corporation at a meeting duly called for the purpose of altering these by-laws, providing notice of the proposed alteration has been included in the notice of meeting.

The foregoing document is a true and accurate copy of the by-laws of the Western New York/Ontario ACRL Chapter, Inc. duly adopted by the Board of Directors on May 4<sup>th</sup> 2001.