

ORANGE LIBRARY ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this association shall be the ORANGE LIBRARY ASSOCIATION.

ARTICLE II – GOALS

Section 1. The goals of the organization shall be: to promote library service in Orange County; to encourage access to materials among all libraries in Orange County through cooperative library service and exchange of information; to promote New York State and national guidelines for library service; to educate the public about library services and funding issues; to provide regular programs, meetings and publications for the purpose of educating our members; to oppose censorship by the display of strong support of the American Library Association’s “Freedom to Read” statement with a pledge of active support in local areas where freedoms are attacked.

ARTICLE III – BASIC POLICIES

Section 1. The organization is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future Federal tax codes.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article.

Section 3. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – MEMBERS AND DUES

Section 1. Membership in this organization shall be open to all individuals interested in library activities and to representatives of any institution and/or organization, upon payment of annual dues.

Section 2. The organization shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Section 3. Each membership shall be entitled to one (1) vote.

Section 4. The annual dues for membership shall be voted upon at the annual meeting in October.

Section 5. The membership year shall be from January 1 to December 31 inclusive.

ARTICLE V – OFFICERS AND THEIR ELECTION

Section 1. Each officer shall be a member of this organization.

Section 2. Officers and their election:

- a. The officers of this organization shall be a president, a president-elect, a secretary and a treasurer and these shall constitute the executive committee.
- b. Officers shall be elected by ballot at the annual meeting of the organization in October. However, if there is only one (1) nominee for any office, election for that office may be voice vote.
- c. Officers shall assume their official duties on the first day of January. The president and president-elect shall each serve for a term of one (1) year or until a successor is elected. The secretary and treasurer shall each serve for a term of two (2) years or until a successor is elected.
- d. A person shall not be eligible to serve more than one consecutive term in the same office. An officer who has served more than one-half of a term shall be credited with having served that term.
- e. No person shall hold more than one office at the same time.
- f. A vacancy occurring in an office shall be filled for the unexpired term by a person elected by a majority vote at the next meeting of the organization, notice of such election having been given. In the case of a vacancy in the office of president, the president-elect shall succeed.

Section 3. Nominating Committee

- a. Nominations shall be made by a nominating committee composed of three (3) members elected by the membership of the organization. The president shall appoint one of these committee members to serve as chairman.
- b. The nominating committee shall present its report of proposed slate of officers at the annual meeting of the organization in October at which time additional nominations may be made from the floor.
- c. The nominating committee shall also report the proposed slate of officers to the membership at least thirty (30) days before the election.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. The president shall:

- a. When present, the president shall preside at all meetings of the organization, the directors council and the executive committee.
- b. Sign and execute all contracts, agreements or other obligations in the name of the organization.
- c. Be a member ex-officio of all committees except of the nominating committee or the audit committee.
- d. In cooperation with the executive committee, appoint committee chairmen, including all special committee chairman and fill vacancies in chairmen of all committees.
- e. Coordinate the work of officers and committees of the organization in order that the purposes of the organization may be promoted.

Section 2. The president-elect shall:

- a. Act as an aide to the president.
- b. Perform the duties of the president in the absence or inability of that officer to act.

Section 3. The secretary shall:

- a. Record the minutes of all meetings of the organization, directors council and executive committee.
- b. Maintain a permanent file of the minutes, committee reports, membership lists and records pertaining to the work of the organization.
- c. Keep a current copy of the organization's bylaws.
- d. Conduct the correspondence of the organization under the direction of the president and maintain a file of all correspondence.
- e. Send meeting notices as required.

Section 4. The treasurer shall:

- a. Have custody of all funds of the organization.
- b. Keep a full and accurate account of receipts and expenditures.
- c. Make disbursements as authorized by the president, directors council or organization in accordance with the budget adopted by the directors council.
- d. Prepare a budget for review by the executive committee and adoption by the directors council.
- e. Present a financial statement at every meeting of the organization and at other times when requested by the executive committee or directors council.
- f. Present an annual report at the annual meeting in October.
- g. Submit all financial records to the audit committee or a professional auditor at least fourteen (14) days prior to the date the audit report is due.

- h. File all forms required by the Internal Revenue Service and New York State agencies.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the officers of the organization and the immediate past president, if available.

Section 2. The executive committee shall:

- a. In cooperation with the president, appoint committee chairmen including all special committee chairmen, and fill vacancies in chairmen of all committees.
- b. Transact necessary business between meetings of the directors council and all business referred to it by the directors council or organization.

Section 3. The executive committee shall meet at the call of the president or a majority of the executive committee members. At least one (1) day's notice shall be given.

Section 4. A majority of the executive committee shall constitute a quorum.

ARTICLE VIII – DIRECTORS COUNCIL

Section 1. Each council member shall be a member of the organization.

Section 2. The directors council shall consist of the directors of each Orange County public library or a representative.

Section 3. The directors council shall:

- a. Transact necessary business in the intervals between regular organization meetings and such other business as may be referred to it by the organization or executive committee.
- b. Adopt the budget prepared by the treasurer.

Section 4. The directors council shall meet a minimum of two (2) times per year, the dates and times to be determined by the council. At least fourteen (14) days' notice shall be given.

Section 5. Special meetings of the directors council may be called by the president or upon the request of the majority of the members. At least seven (7) days' written notice shall be given.

Section 6. Fifty-one percent (51%) of director members, or their representatives, shall constitute a quorum.

ARTICLE IX – MEETINGS OF THE ORGANIZATION

Section 1. Regular meetings of the organization shall be held at least two (2) times during the year, the dates and times to be determined by the executive committee. At least twenty-one (21) days' notice shall be given.

Section 2. The annual meeting shall be held in the month of October at which time annual reports of officers and chairmen shall be presented.

Section 3. Special meetings of the organization may be called by the president, a majority of the directors council, or upon written request of five percent (5%) of the total membership. At least fourteen (14) days' notice of any special meeting shall be given.

Section 4. Five percent (5%) of the total membership shall constitute a quorum for the transaction of business in any meeting of the organization.

ARTICLE X – COMMITTEES

Section 1. Each committee member shall be a member of the organization.

Section 2. The directors council may create such standing committees as it deems necessary to promote the purposes of the organization and to carry on the work of the organization.

Section 3. Chairmen of the committees shall be appointed by the president in cooperation with the executive committee.

- a. The term of each chairman shall be one (1) year or until a successor is appointed.
- b. A person shall not be eligible to serve more than three (3) consecutive terms as chairman of the same standing committee.

Section 4. No committee action shall be undertaken without the approval of the executive committee.

Section 5. Special committees may be created by the organization or the directors council.

Section 6. A nominating committee shall be formed and shall perform its duties in accordance with the provisions of Article V, Section 3.

Section 7. An audit committee of no fewer than three (3) members, or a professional auditor, shall be appointed by the members of the organization at the annual meeting. The committee shall examine the treasurer's accounts, and satisfied that they are correct, sign a statement

of that fact to be presented for adoption by the membership at the next meeting of the organization.

Section 8. A majority of any committee shall constitute a quorum.

Section 9. The president shall be a member ex-officio of all committees, except that the president shall not be elected or appointed a member, nor serve ex-officio on the nominating committee and audit committees.

ARTICLE XI – FISCAL YEAR

The fiscal year of this organization shall be from January 1 to December 31.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XIII – AMENDMENTS

Amendments to these bylaws may be made at any regular meeting of the organization by a two-thirds vote of those members present and voting, provided that thirty (30) days' notice has been given.

Approved October 25, 2016
Revised October 25, 2016