



NEW YORK LIBRARY ASSOCIATION

The Voice of the Library Community

NEW YORK LIBRARY ASSOCIATION, INC.

Corporate By-Laws

DRAFT: ~~November 2nd~~ September 27, 2023

Table of Contents

PAGE

ARTICLE I	Name, Territory, Office & Corporate Status	
Section 1. Name.....		4
ARTICLE II	Corporate Purposes & Document Construction	
Section 1. Corporate Purposes		
Section 2. Document Construction		
ARTICLE III	Membership	
Section 1. Classes of Membership Authorized		
Section 2. Qualifications & Criteria for Membership		5
Section 3. Dues and Membership Year		
Section 4. Annual Meeting		
Section 5. Special Meetings		
Section 6. Meeting Notice.....		6
Section 7. Quorum		
Section 8. Annual Report		
ARTICLE IV	Officers	
Section 1. Officers, Appointment, Term.....		7
Section 2. Executive Committee		
Section 3. Vacancies		
Section 4. Executive Director		
ARTICLE V	Board of Directors	
Section 1. General Management.....		8
Section 2. Membership		9
Section 3. Meetings.....		10
Section 4. Quorum		
Section 5. Voting		
Section 6. Action by the Council		
Section 7. Authority of the Council to Facilitate Sections, Chapters, & Roundtables <u>and</u> <u>Partner Agencies/Organizations</u>		
Section 8. Meetings		
Section 9. Quorum		
Section 10. Voting		
Section 11. Action by the Council		
Section 12. Authority of the Council to Facilitate: Roundtables, Sections, Chapters		11

ARTICLE VI	Committees	
	Section 1. Committee Types & General Authority & Responsibilities.....	12
	Section 2. Committees of the Board	
	Section 3. Committees of the Association.....	13
	Section 4. Meetings.....	14
	Section 5. Quorum and Manner of Acting	
	Section 6. Vacancies	
ARTICLE VII	Elected Officer & Director Compensation, Reimbursement & Loans	
	Section 1. Compensation	15
	Section 2. Loans	
ARTICLE VIII	Fiscal Year & Independent Financial Audit	
	Section 1. Fiscal Year	
	Section 2. Independent Financial Audit	
ARTICLE IX	Affiliation with American Library Association	
(ALA) ARTICLE X	Statutory Compliance	
	Section 1. Definitions	16
	Section 2. Conflicts of Interest & Related Party Transaction Protocols	
	Section 3. Conflicts of Interest & Related Party Transaction Conflicts	
	Policy Section 4. Potential Conflicts Disclosure Statement	
ARTICLE XI	Indemnification of Directors, Officers & Employees	17
ARTICLE XII	Fundamental Corporate Changes	
	Section 1. By-Law Amendment	
	Section 2. Certificate of Incorporation Amendment	
	Section 3. Creation of Corporate Affiliate Partner	
	<u>Agencies/Organizations</u> Relationships	
	Section 4. Merger or Consolidation	
	Section 5. Dissolution	
<u>APPENDIX A</u>	By-Law & Corporate Policy Definitions	19
<u>APPENDIX B</u>	Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement	21
<u>APPENDIX C</u>	Annual Potential Conflicts Disclosure Statement	25

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 Charter, 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 June following the date in which the dues are received~~ and ending May 31st. Membership is non-transferable and nonrefundable. 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.
- ~~b) First Time: Individuals in their initial year of Professional Membership~~
- ~~e)b) 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-~~
- ~~e)c) Friends/Trustees: Individuals not employed as a librarian or by a library or library system but have paid dues individually or been designated for ~~voting or nonvoting~~ personal membership by an Organizational Member-~~
- ~~e) Honorary Life: Individuals who receive selected annual awards of the Association that include this benefit~~
- ~~f)d) Student: Individuals enrolled in an program leading to an Associate, Bachelor, or through Masters degree graduate program school and making less than \$40,000 per year, and who have paid dues~~

individually. An individual's eligibility for this class of membership shall require proof of enrollment as defined and reviewed by the organization Association at the time of joining or renewal. An individual's eligibility for this class of membership shall not exceed five consecutive years.

Commented [SR1]: I am suggesting some slightly revised language here for clarity.

- 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
- ~~e. Library/Information Science Schools~~
- ~~d. For Profit Organizations~~
- ~~e. Not for Profit Organizations~~
- ~~f.c.~~ Friends of Libraries Groups
- ~~g.d. Affiliate Organizations~~ Non-Library 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 choose 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.

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 a period of twelve months, beginning the first day of ~~the month~~ June and ending May 31st after the membership dues have been received by the Association.

- a) ~~The prorating of membership dues will automatically be provided for all membership classes who join the organization within the fixed membership year. Prorated fees and timeframes will be approved by the Council.~~
- ~~a) Members will be provided with a 30-day grace period. Members who fail to pay dues within the 30-day grace period will be considered lapsed. Lapsed members will be required to pay dues at current rates in arrears of one (1) year in addition to the current membership year to reactivate their~~

Formatted: Space Before: 12.6 pt, Line spacing: Exactly 12.6 pt

membership.

- b) Section 4. *Annual Meeting.* An annual meeting of the ~~–~~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.

Formatted: List Paragraph, Left, Numbered + Level: 1
+ Numbering Style: a, b, c, ... + Start at: 1 + Alignment:
Left + Aligned at: 0.25" + Indent at: 0.5"

Section 5. *Special Meetings.* Special Meetings of the voting members may be called at any time by the Council 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~~-Council upon receiving the written demand 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 voting members (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

- ~~Recommends individuals for appointment to Standing Committees with the Executive Director.~~ Execute all documents authorized by the Council
 - ~~Serve as Chair of the Governance Committee~~
 - 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
 - ~~Manage the evaluation process for the Executive Director~~
- 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
 - ~~Recommends individuals for appointment to Standing Committees with the Executive Director~~
 - Perform all duties associated with that office as defined in NYLA Leadership Manual
- The Treasurer shall serve a term of two (2) 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.

Formatted: Space After: 0 pt, Line spacing: single

Formatted: Indent: Left: 0.81", Hanging: 0.25", Space Before: 2.25 pt, After: 0 pt, Line spacing: single, Widow/Orphan control

Section 2. *Executive Committee.* The Executive Committee (see Article VI for composition) shall have the powers and duties prescribed herein and those delegated by the Council, unless otherwise precluded by statute, regulation, or these by-laws. 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. 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. 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. 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. 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.

4.1 *Duties.* The Executive Director and staff shall be employed by the Association 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 by-laws 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.

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. The representatives from each Section and Regional Chapter of the Association are elected or appointed by their respective Section or Regional Chapter for terms of three (3) years.

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 to serve for a term of three (3) years.

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 31st~~ May 31st 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 (2/3s) 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 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, elected by the members of the section to be the section's alternate, the alternate is authorized to vote.

Section 4. *Quorum.* A simple 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 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 and Affiliates*~~*Partner Agencies/Organizations.*

~~*NYLA uses a centralized model for finances and operations. Sections, Chapters, Roundtables and Partner Agencies/Organizations affiliates relationships all fall under the authority of the Council.*~~

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 (2/3s) 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 (2/3s) 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 by-laws, 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. Each Section, Chapter, and Roundtable shall provide written budgets for the upcoming fiscal year, by February 1. Add budget deadline

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.

1.1 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.

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 of at least three (3) members, all of whom must be voting Council Members, elected by majority vote of the 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 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.

2.2.1. *Duties.* The Audit and Finance Committee shall oversee all audits and the overall fiscal affairs of the Association and serve as the investment committee to oversee investments held by the Association. 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, 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. The Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

~~auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.~~

Formatted: Indent: Left: 0"

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: Governance Committee, Nominating Committee, and Fundraising/Sponsorship/Fundraising 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 unless otherwise designated by the composition or charge of the committee.

3.2.1. Governance Committee. The Governance Committee shall consist of the NYLA President, and the President of each Section of NYLA. 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.

3.2.1.1. Duties. The Committee shall regularly review the Association by-laws, as well as all policies of the Association 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 Committee shall develop and regularly review the strategic plan for the Association and make recommendations to Council for approval.

3.2.2. 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. Section member appointments shall alternate yearly when possible to ensure that all sections are offered appropriate representation.

3.2.2.1. 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 when nominations yield multiple candidates. 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.

~~3.2.3. Sponsorship/Fundraising Committee. The Sponsorship/Fundraising Committee shall consist of the Treasurer of each Section of NYLA, or an active member representative designated by the Section. The President shall appoint as Chair of the Committee an active member of the Association, preferably a member with fundraising experience. The Executive Director may attend and shall serve as Secretary and an ex-officio, nonvoting member.~~

~~3.2.3.1. Duties. The Committee shall work to identify and cultivate sponsors and donors for Association events and activities, as well as to plan and execute fundraising events in coordination with the Executive Director, staff, and Council.~~

~~3.2.2. 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.~~

~~3.2.2.1 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.~~

~~3.2.3 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.~~

~~3.2.3.1. 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.~~

~~3.3 Section 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.~~

~~3.3.1. 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.~~

~~3.4. Section 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.~~

~~3.4.25.1. 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 46. 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 57. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Council, a~~

Formatted: Indent: Left: 0", Space Before: 12.6 pt

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 ~~6.8~~ *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 Members 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 By-laws 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 By-laws of ALA.

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.

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 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 by-laws 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 by-laws.

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~~ Partner Agencies/Organizations Relationships.* This Association may enter into a Partner Agencies/Organizations ~~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-Partner Agencies/Organizations relationship, by creation of a specific written agreement approved by a two-thirds (2/3) majority vote of the Councilors present at any Annual Meeting or Special Meeting called for that purpose-Council meeting.

Section 4. *Merger or Consolidation.* This Association may be merged or consolidated by a two-thirds (2/3) majority vote of the 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 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 Association means any entity controlled by or in control of the Association.~~

~~2.1.~~ *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.

~~3.2.~~ *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.

~~4.3.~~ *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.

~~5.4.~~ *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.

~~6.5.~~ *Entire Council.*

The “entire Council” means the total number of Councilors entitled to vote which the Association would have if there were no vacancies.

~~7.6.~~ *Key Person.*

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

~~8.7.~~ *Relative.*

A “Relative” of an Officer, Director or Key Person of the Association 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.

Formatted: Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 0" + Tab after: 0.25" + Indent at: 0"

Formatted: Space Before: 0 pt, Line spacing: single, No bullets or numbering

Formatted: Font: Bold, Italic

Formatted: Space Before: 12.85 pt, No bullets or numbering, Tab stops: 0.13", Left

Formatted: No bullets or numbering, Tab stops: 0.13", Left

89. 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 Association or an Affiliate of the Association and does not have a Relative who is, or has been within the last three (3) fiscal years, a Key Person (as defined by these By-Laws) of the Association 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 Association or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director); 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 Association or an Affiliate of the Association 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.

90. Independent Auditor.

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

10. Partner Agencies/Organizations.

An agency/organization that enters into a specific written agreement with NYLA with the approval of the Council for the purpose of partnering and/or providing mutual services to members of both organizations.

11. Volunteer.

For purposes of the NYLA By-Laws and insurance coverage, volunteers are active members of the Association who are on NYLA Council, Unit Leadership, and/or Committee Chairs.

Formatted: Font: Bold, Italic

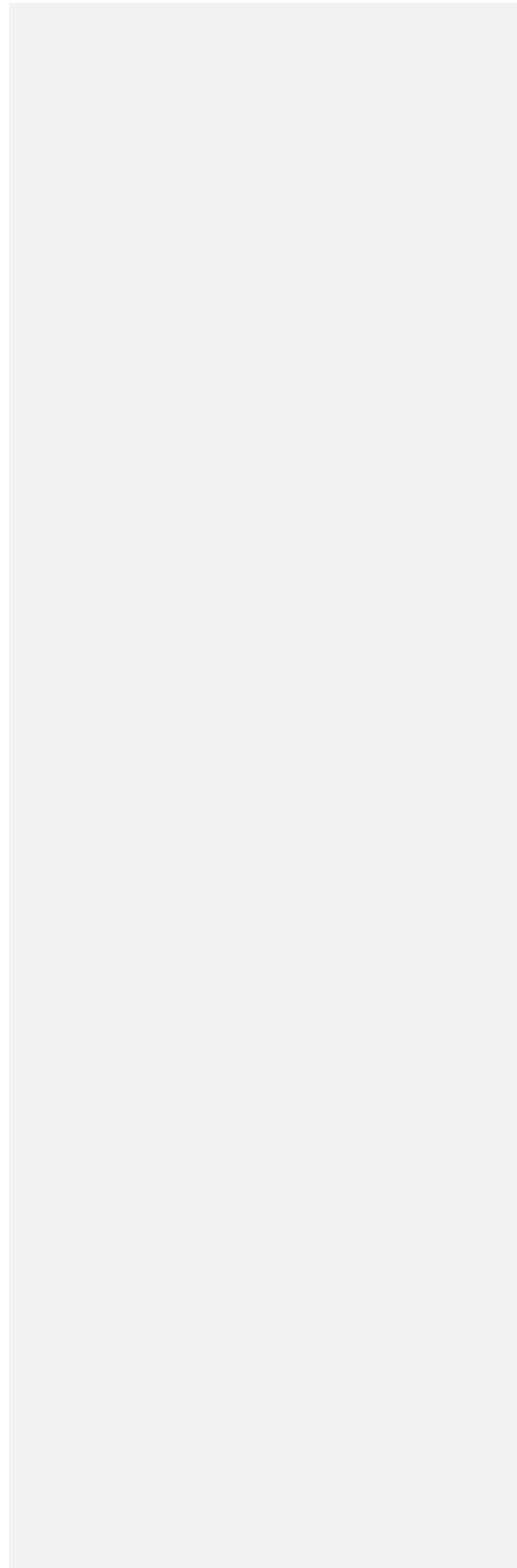
Formatted: Font: Times New Roman, 11 pt, Not Expanded by / Condensed by

Formatted: Font: Bold, Italic

Formatted: Font: Times New Roman, 11 pt, Not Expanded by / Condensed by

|

|



APPENDIX B—Board of Directors Conflicts of Interest & Related Party Transaction Policy

1. *Policy Requirements.*

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. *Definitions.*

- a. Conflict of Interest. Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:
 - i. the current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
 - ii. the current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Corporation.

- b. Related Party Transaction. Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:
 - i. the current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;

- ii. the current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does not, or has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

c. Related Party. A "Related Party" means any:

- i. Officer, as defined by statute;
- ii. Director, as defined by statute;
- iii. Key Employee, as defined by statute;
- iv. founder of the Corporation;
- v. individual who has made substantial monetary contributions to the Corporation;
- vi. Relative, as defined by statute, of an Officer, Director, Key Employee, founder or substantial contributor;
- vii. partnership or professional corporation where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
- viii. entity where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
- ix. corporate entity where an Officer, Director or Key Employee, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

3. General Disclosure.

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

4. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Employee (each as defined by Appendix "A") acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

5. Process of Review.

The Board of Directors, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and, if a designated Committee, submit to the Board a recommendation as whether or not it should be approved.

6. Standard of Review.

For purposes of this policy, amongst the considerations of the Board of Directors, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest” and/or “Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered a matter unworthy of additional non-customary review and/or documentation.

7. Authorization of Conflicts of Interest & Related Party Transactions.

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

8. Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

9. Restrictions.

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

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

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

10. Recognized Exceptions.

Although not stipulated in statute, the Charities Bureau of the New York State Office of the Attorney General has advised that a certain transaction that might, by definition, be considered a Conflict of Interest and/or a Related Party Transaction need not necessarily be subject to, otherwise applicable, contemporaneous documentation requirements stipulated herein as a consequence of it being a matter that would not customarily require the action or approval of the Board of Directors. As a consequence of the foregoing, while all other obligations of this policy remain in effect, the Corporation need not contemporaneous document, or disclose for auditing purposes, any of the following:

- i. *de minimis* transactions — transactions being of a small size relative to this Corporation’s budget and assets, which would customarily fall below the threshold of review by the Board of Directors;
- ii. ordinary course of business transactions — transactions or activities that are undertaken in the ordinary course of business by staff of this Corporation, as consistent with either past corporate or sector practices;
- iii. mission-focused transactions — transactions involving benefits provided to a Director solely as a consequence of his/her membership in a class of individuals that the Corporation intends to benefit in accomplishing its mission, provided any such transactions are authorized in good-faith, without any undue benefit to the conflicted, or otherwise interested, Director, and/or,
- iv. compensation-related transactions — transactions related to compensation, or reimbursement of a Related Party, or otherwise conflicted Director, for reasonable expenses incurred on behalf of this Corporation.

Nothing herein shall be interpreted so as to permit or authorize a Related Party, or otherwise conflicted Director, to attempt to improperly influence the decision-maker(s) or reviewer(s) in a given Related Party Transaction, or other conflicted matter.

11. Audit-Related Disclosure.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Board of Directors, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

APPENDIX C—Annual Potential Conflicts Disclosure Statement

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time.

Please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

 No Yes If Yes, briefly describe below & attach a detailed explanation

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Employee” of the Corporation?

 No Yes If Yes, briefly describe below & attach a detailed explanation

3. Do you have a "Relative" who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

4. Have you, or did you have a "Relative" who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation's Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation's current written Board of Directors Conflicts of Interest Policy?

 No Yes If **No**, briefly describe below &/or attach a detailed explanation

Independent Director Assessment Disclosure.

In order to qualify as an "Independent Director," as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the negative to each of the following questions, although failure to respond to all questions in the negative shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation, or an "Affiliate" of the Corporation?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

2. Do you have a "Relative" who is, or has been within the last three (3) years, a "Key Employee" of the Corporation or an Affiliate of the Corporation?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

4. Do you have a "Relative" who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses?

 No Yes If *Yes*, briefly describe below & attach a detailed explanation

5. Are you a current officer or employee of, or do you have 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, within 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. For purposes of this question, the definition the term “payments” does not include charitable contributions.

 If *Yes*, briefly describe below & attach a detailed explanation
No Yes

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate,” for property or services in an amount which, within 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. For purposes of this question, the definition the term “payments” does not include charitable contributions.

 If *Yes*, briefly describe below & attach a detailed explanation
No Yes

—*Certification*—

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature

Date