ARTICLE I
Name, Purpose, Offices and Seal

Section 1. Name. The name of this Association shall be Greater Philadelphia Law Library Association (GPLLA), a chapter of the American Association of Law Libraries.

Section 2. Purposes. The Association is established for educational and scientific purposes. It shall be conducted as a non-profit corporation to promote librarianship, to develop and increase the usefulness of law libraries, to cultivate the science of law librarianship and to foster a spirit of cooperation among members of the profession.

Section 3. Offices. The principal office of the Association shall be located in Philadelphia, Pennsylvania. The Association may have such other offices, either within or outside the Commonwealth of Pennsylvania, as the Board of Directors may designate.

Section 4. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and the words “Corporate Seal,” and may have such other form as the Board of the Directors may designate.

ARTICLE II
Membership

Section 1. Qualifications. Any member interested in law libraries may become a member of the Association by complying with the provisions of these Bylaws.

Section 2. Classifications of Membership. There shall be three classes of members of the Association as follows:

A. Active Members. Any person, within the geographical boundaries, who currently provides a legal or professional library service. Active members have the right to vote, to hold office, to serve on and chair committees, to belong to a special-interest section and to receive the GPLLA newsletter and membership directory.

The geographical boundaries of GPLLA are generally understood to encompass the area of Pennsylvania east of the Susquehanna River, the area of New Jersey south of and including Trenton and all of Delaware. In unclear cases, the geographical boundaries of membership class may be determined on a case by case basis by the Board of Directors.

B. Honorary Members. The Association may, at any regular meeting of members, by majority vote, elect members or non-members as honorary members. Honorary memberships are nonvoting memberships. Honorary members will receive the GPLLA newsletter and/or membership directory upon request.
C. Student Members. Any person enrolled in a degree program in library or information science, or in a law school, may become a student member upon payment of annual dues. Student memberships are nonvoting memberships. Student members shall have the right to serve on committees and may belong to special interest groups. They will receive the GPLLA newsletter and membership directory.

Changes in classification of membership shall be determined by the Board, in cases where changes in a member’s job status occur between or during a membership year.

Section 3. Dues, Rights and Privileges. The right to vote and to hold office shall be restricted to active members of the Association. All active and student members shall receive the Associations’ Newsletter as part of their membership. Honorary members shall receive the Association’s Newsletter upon request.

Dues shall be assessed by the Association annually for the period commencing June 1. Dues for each class of membership shall be determined by the executive board subject to approval by a quorum of the members present and voting at any regular meeting provided that a written notice and an explanation of the proposed dues changes shall have been e-mailed to the members at least 15 days in advance of the meeting.

Members failing to pay dues within three months or other time period as determined by a quorum of the Board shall be suspended from membership. Suspended members may be reinstated at any time upon payment of the full current year’s dues.

ARTICLE III
Meetings

Section 1. Annual Meeting. The annual meeting of members of the Association shall be held in the Spring of each year at such time and place as the Board of Directors shall designate, for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members shall be held at such times and places as the Board of Directors may direct. Special meetings may also be called by ten percent (10%) of the active members of the Association.

Section 3. Notice. Notice of all meetings of members shall be given in the Association’s Newsletter, or by e-mail, in advance of the meeting.

Section 4. Quorum. Twenty-five (25) active members shall constitute a quorum for the transaction of business at any meeting of members, but if less than a quorum is present at a meeting, a majority of members present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. The act of the majority of members present at any meeting and constituting a quorum shall be the act of the members of the Association. The Standard Code of
Parliamentary Procedure by Alice Sturgis shall govern deliberations of the Association when not in conflict with these Bylaws.

**ARTICLE IV**
Nominations and Elections

**Section 1. Nominations.** All nominations for election to the Board of Directors as officers of the Association shall be made by the Nominating Committee, pursuant to the provisions of Article VI, Section 6 of these Bylaws.

**Section 2. Elections.** Elections of directors and officers of the Association shall be made by active members and shall be held either by e-mail ballot three weeks prior to the annual spring meeting of the members or by hand ballot at the annual spring meeting. An e-mail ballot shall be required if the nominating slate contains more than one candidate for an office. The ballots will be e-mailed by the Nominating Committee to active members at such address as appears on the Association’s records. Members must return the ballot within one week of the e-mailing date. Elected officers and directors shall be announced at the annual meeting and shall assume office on June 1 of that year.

**ARTICLE V**
Board of Directors

**Section 1. Number and Qualification.** The Board of Directors of the Association shall consist of the President, the Vice-President/President Elect, the Secretary, the Treasurer and the immediate Past President, together with one director-at-large for each four (40) members of the Association, but in any event not less than two (2) director-at-large. All members of the Board must be active members of the Association.

**Section 2. Election and Term of Office.** Directors shall be elected annually by the members of the Association. The term of office for the President, Vice-President and Past-President shall be one (1) year. The term of office for the Treasurer and Secretary shall be two (2) years. The directors-at-large shall be divided as equally as possible into two halves. The term of office for each director-at-large shall be two years. One half of the directors-at-large shall be elected each year for a two (2) year term. Members of the Board shall serve until May 31 for the year in which their term expires. In the event that a membership increase occurs between elections, the Board of Directors shall appoint directors-at-large as needed until the next election.

**Section 3. Duties.** The duties of the Board of Directors shall be those usually assigned to a Board of Directors, except that the election of officers of the Association shall be made by the membership.

**Section 4. Meetings.** The Board of Directors shall meet at such times and places as deemed necessary to run business of the Association. Board members are expected to attend, in person or via conference call (when available), all meetings. If a Director is absent from three (3) or more meetings, the Director will be removed from the Board. The Board of Directors shall then appoint a new Director to fill this vacancy, as necessary.
Section 5. Quorum and Manner of Acting. One-half (1/2) of the number of members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Budget. In addition to its other responsibilities, the Board of Directors shall establish an annual budget.

Section 7. (a) A director of the Association shall stand in a fiduciary relation to the Association and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to reply in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (i) one or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons or (iii) a committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best part interest of the Association.

(c) A director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of his office under Section 7 and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(d) The provisions of subsection 9c) hereof shall not apply to: (i) the responsibility of liability of a director pursuant to any criminal statute or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

(e) Notwithstanding any other provisions of these Bylaws, the approval of the members shall be required to amend, alter, change, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Section 7. No amendment to or repeal of this Section 7 shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.
ARTICLE VI
Committees

Section 1. Classes. The committee of the Association shall be of two classes: Standing Committees and Special Committees. Standing Committees shall be those established for purposed requiring the continuous attention of the Association. Special Committees shall be established for a stated period to accomplish a specific purpose. At the end of the stated period, the continuation of any Special Committee shall be decided upon by the Board of Directors.

Section 2. Committee Chairpersons. The President, with the approval of the Board of Directors, shall appoint all committee Chairpersons during his or her term of office. The Chairperson of each Standing Committee shall be appointed to a term of one year and until his or her successor is chosen and qualifies.

Section 3. Qualifications. Each committee Chairperson shall, jointly with the President, appoint the members of his or her committee to serve during his or her tenure. All committee Chairpersons shall be active, honorary or student members.

Section 4. Attendance at Board Meetings. Each committee Chairperson may attend any meeting of the Board of Directors. A committee Chairperson shall have no vote at such meetings unless he or she is also a member of the Board.

Section 5. Reports. Each committee shall maintain a file of its activities and provide a report as requested by the President.

Section 6. Nominating Committee. A Nominating Committee consisting of three (3) members shall be elected by the Board of Directors to serve for a term of one (1) year. No member of the nominating Committee shall be a member of the Board or an officer of the Association or be a candidate for office.

The Nominating Committee shall present a slate to the membership thirty (30) days prior to the election to be held at the annual meeting, either by e-mail or to be given in the Association’s Newsletter, unless such election is held by e-mail ballot in accordance with Article IV, Section 2 hereof. Active members may submit additional nominations by written petition, accompanied by written acceptances of the nominees to the Chairperson of the Nominating Committee at least one (1) week in advance of the annual meeting.

In the event that the Vice-President/President Elect cannot assume the duties of President, and this fact is known prior to the election, the Nominating Committee shall present a candidate for the office of President for the term of one (1) year. If it is not possible for the Nominating Committee to give members the required notice of the proposed candidate(s) for President-Elect, the election shall be decided at a special meeting or by e-mail ballot.

ARTICLE VII
Officers
Section 1. Officers. The officers of the Association shall consist of a President, a Vice-President/President Elect, a Secretary and a Treasurer. All officers of the Association shall be elected by the membership in accordance with the provisions of these Bylaws.

Section 2. President. The President shall serve for a period of one (1) year. The President of the Association must be a member of the American Association of Law Libraries. The President shall exercise all powers and duties usually pertaining to that office.

Section 3. Vice-President/President Elect. The Vice-President/President Elect shall be elected by the members to serve for a term of one (1) year and shall automatically assume the office of President after one (1) year and shall so serve during the second year following his or her election as Vice-President/President Elect, unless he or she shall be unable to assume the office of President. The Vice-President/President Elect shall exercise all powers and duties usually incident to the office of Vice-President.

Section 4. Secretary. The Secretary shall be elected by the members annually for a period of two (2) years. The Secretary shall keep the records of all meetings of members and of the Board of Directors, shall issue notices of meetings, shall be responsible for the corporate seal of the Association and shall have the powers and duties usually incident to the office of Secretary.

Section 5. Treasurer. The Treasurer shall be elected by the members and shall serve for a term of two (2) years and until his or her successor is elected by the members of the Association. The Treasurer shall be the chief financial officer of the Association and shall be responsible for the custody of the funds and securities of the Association. The Treasurer shall make reports to the Board of Directors as to the financial condition of the Association and shall have the powers and duties usually incident to the office of Treasurer.

Section 6. Compensation. All the Officers of the Association shall serve without compensation but shall be reimbursed for any expenditures incurred in discharge of their duties, subject to the approval of the Board of Directors.

Section 7. Vacancies. The Board of Directors shall have the power to fill any vacancy occurring among the officers of the Association, except that of President. Any person so elected by the Board of Directors shall serve for the remainder of the term of his or her predecessor except in the case of a Board appointed Vice-President, who will serve only until the next election. In the case of the death or resignation of the President of the Association, the Vice-President/President Elect shall become President and shall serve until the end of his or her elected term.

ARTICLE VIII
Indemnification

Section 1. The Association shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Association, by reason of the fact that he or she is or was a director, officer,
employee or agent of the Association or is or was serving at the request of the Association as a
director, officer, employee or agent of another corporation, partnership, joint venture, trust or
other enterprise, against expenses, including attorney’s fees, judgments, fines and amounts
paid in settlement actually and reasonably incurred by him or her in connection with such
action, suit or proceeding unless the act or failure to act giving rise to the claim for
indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. The indemnification and advancement of expenses provided by, or granted pursuant
to, this Article VII shall not be deemed exclusive of any other rights to which those seeking
indemnification or advancement of expenses may be entitled under any Bylaw, agreement,
contract, vote of members or disinterested directors or pursuant to the direction, howsoever
embodied, of any court of competent jurisdiction of otherwise, both as to action in his or her
official capacity and as to action in another capacity while holding such office. It is the policy of
the Association that indemnification of, and advancement of expense to, directors and officers
of the Association shall be made to the fullest extent permitted by law. To this end, the
provisions of this Article VIII shall be deemed to have been amended for the benefit of directors
and officers of Corporation Law (the “NPCL”) or the Pennsylvania Director’s Liability Act (the
“DLA”) which expands or enlarges the power or obligation of corporations organized under the
NPCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of such
corporations.

Section 3. The Association shall pay expenses incurred by any officer or director, and may pay
expenses incurred by any other employee or agent, in defending a civil or criminal action, suit
or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt
of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be
determined that he or she is not entitled to be indemnified by this Association.

Section 4. The indemnification and advancement of expenses proved by, or granted pursuant
 to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a
person who has ceased to be a director, officer, employee or agent and shall inure to the
benefit of the heirs, executors and administrators of such person.

Section 5. That Association shall have the authority to create a fund of any nature which may,
but need to be, under the control of a trustee, or otherwise secure or insure in any manner, its
indemnification obligations, whether arising under these Bylaws or otherwise. This authority
shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii)
establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security
interest, mortgage or other lien on the assets of the Association or (iv) establish a letter of
credit, guaranty or surety arrangement for the benefit of such persons in connection with the
anticipated indemnification or advancement of expenses contemplated by this Article VIII. The
provisions of this Article VIII shall not be deemed to preclude the indemnification of, or
advancement of expenses to, any person who is not specified in Section I of this Article VIII but
whom this Association has the power of obligation to indemnify, or to advance expenses for,
under the provisions of the NPCL or the DLA or otherwise. This authority granted by this Section
5 shall be exercised by the Board of Directors of the Association.
Section 6. Notwithstanding any other provisions of these Bylaws, the approval of the members shall be required to amend, alter, change, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Article VIII. The repeal or any amendment of this Article VIII which diminishes, impairs or otherwise adversely affects the rights to indemnification or advancement of expenses afforded to such persons by this Article VIII shall be effective only with respect to acts or omissions occurring after the effective date of such repeal or amendment. The provisions of this Article VIII in effect immediately prior to such repeal or amendment shall be determinative as to the rights to indemnification and advancement of expenses afforded to such persons with respect to acts or omissions occurring at any time prior to such repeal or amendment.

Section 7. For purposes of this Article VIII, any member of a committee of the Association pursuant to Article VI of these Bylaws shall be deemed an agent of the Association.

Section 8. Liability Insurance. The Association, upon authorization by the Board of Directors may purchase and maintain insurance on behalf of any authorized representative (as defined in Section I hereof) against any liability asserted against him or her or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Association would be authorized or required to indemnify him or her by law or under these Bylaws.

ARTICLE IX
Protection of Tax Exempt Status

Section 1. Activities Restricted. No part of the net earnings of the Association shall inure to the benefit of, or distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association’s educational and scientific purposes, including distributions to other such organizations that qualify as exempt organizations under section 501(c)(6) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign, on behalf of any candidate for public office. Notwithstanding any other provision of the Association’s Articles of Incorporation or these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 801 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 2. Dissolution. Upon any dissolution, voluntary or involuntary, revocation of its charter, insolvency or bankruptcy of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,
religious or scientific purposes as shall at the time qualify as an exempt organization or
organizations under section 501(c)(6) of the Internal Revenue Code of 1954 (or the
corresponding provisions of any future United States Internal Revenue Law), as the Board of
Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court
of Common Pleas of the county in which the principal office of the Association is then located,
exclusively for such purposes or to such organization or organizations, as said Court shall
determine.

ARTICLE X
Anti-Discrimination

Membership in the Association or participation in any activity of the Association shall not be
denied to any individual, or abridged, on account of age, color, disability, national origin, race,
religion, sex, or sexual orientation.

ARTICLE XI
Fiscal Year

The fiscal year of the Association shall be from June 1 to May 31.

ARTICLE XII
Amendments to Bylaws

The Bylaws of the Association may be amended at any duly convened annual or special meeting
of the members of the Association by a majority vote. Proposed amendments shall be
presented to the membership at least thirty (30) days before a scheduled vote.