

BYLAWS OF THE GREATER PHILADELPHIA LAW LIBRARY ASSOCIATION

ARTICLE I

Name, Purpose, Offices, and Seal

Section 1. *Name.* The name of this Association shall be Greater Philadelphia Law Library Association (GPLLA).

Section 2. *Purposes.* The Association, a chapter of the American Association of Law Libraries, is established 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 Directors may designate.

ARTICLE II Membership

Section 1. *Qualifications.* Any person 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 four classes of members of the Association as follows:

A. *Active Members.* Any person who currently provides or has provided, within the last seven (7) years, a legal or professional library service may become an active member upon payment of annual dues. Active members have the right to vote, to hold office, and to serve on and chair committees.

B. *Retired Members.* Any person who was an active Association member for at least five (5) years and has retired from full time work is eligible to become a retired member upon payment of annual dues. Retired members have the right to

vote, to hold office, and to serve on and chair committees.

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 membership shall not extend beyond five (5) years. Student memberships are nonvoting memberships. Student members shall have the right to serve on and chair committees.

D. *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 shall have the right to serve on and chair committees.

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.* 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 Board of Directors 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. The annual dues for Retired members shall be the same as the annual dues for Student members.

Members failing to pay dues within three (3) 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 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 or submitted to 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 and retired members and shall be held either by electronic ballot three (3) weeks prior to the annual spring meeting of the members or by voice ballot at the annual spring meeting. An electronic ballot shall be required if the nominating slate contains more than one (1) candidate for an office. The ballots will be made available electronically by the Nominating Committee to active members and must be returned within one (1) week. Elected Officers and Directors shall be announced electronically or at the annual spring 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 no more than one (1) Director-at-large for each forty (40) members of the Association, but in any event not less than two (2) Directors-at-large. All members of the Board must be active or retired 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 (2) years. One-half

(1/2) 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 the 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. *Fiduciary Relationship.* (a) A Director of the Association shall stand in a fiduciary relation to the Association and shall perform their duties as a Director, including their duties as a member of any committee of the Board of Directors upon which they may serve, in good faith, in a manner they reasonably believe 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 their duties, a Director shall be entitled to rely 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 they do 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 they have knowledge concerning the matter in question that would cause their

reliance to be unwarranted.

(b) Absent a 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 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 office under Section 7 and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

(d) The provisions of subsection 7(c) 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.

Section 8. *Conflicts Policy.* In connection with all actions taken by the Board of Directors or a committee thereof, with respect to any contracts or transactions involving the Association and an entity in which one or more of the Association's Directors are directors or officers or have a substantial financial interest, each such interested Director will disclose to the Board of Directors or committee thereof the material facts as to such Director's interest in the contract or transaction. The interested Director then shall recuse themselves from any discussion or vote of the contract or transaction.

Any question as to whether a conflict of interest exists will be resolved by a vote of the Board of Directors in which the potentially-interested individual may not vote.

ARTICLE VI Committees

Section 1. *Classes.* The committees of the Association shall be of two (2) classes:

A. *Standing Committees.* Standing Committees shall be those established for purposes requiring the continuous attention of the Association.

B. *Special Committees.* 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 determined by the Board of Directors.

Section 2. *Committee Chairpersons.* With the approval of the Board of Directors, the President shall appoint all committee Chairpersons. The Chairperson of each Standing Committee shall be appointed to a term of one (1) year and until a successor is chosen and qualifies.

Section 3. *Qualifications.* Each committee Chairperson shall, jointly with the President, appoint the members of the committee to serve during the Chairperson's tenure. All committee Chairpersons shall be active, retired, 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 the Chairperson 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.* With the approval of the Board of Directors, the President shall appoint a Nominating Committee Chairperson. The President and Chairperson will appoint two (2) additional Nominating Committee members to serve for a term of one (1) year. At least one (1) committee member must not be a member of the Board of Directors. The Nominating Committee shall present a slate to the membership in accordance with Article IV, Section 2 hereof. Active members may submit additional nominations, accompanied by written acceptances of the nominees, by written petition to the Chairperson of the Nominating Committee.

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 a 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 term 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 the following year. 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 and shall serve for a term 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. 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 Officers of the Association shall serve without compensation but shall be reimbursed for any expenditures incurred in the 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 predecessor's term, 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 their elected term.

ARTICLE VIII Indemnification

Section 1. *Indemnification.* To the fullest extent permitted by law:

(a) 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 the individual 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 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.

(b) The indemnification and advancement of expenses provided by, or granted pursuant to, Article VIII 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, both as to action in an 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.

(c) 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 the individual is not entitled to be indemnified by this Association.

(d) 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.

(e) The Association shall have the authority to create a fund of any nature which may, but does not 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.

(f) 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.

(g) 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 2. *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 that person, whether or not the Association would be authorized or required to indemnify the person by law or under these Bylaws.

Section 3. *American Association of Law Libraries.* The Association may not incur expenses on behalf of the American Association of Law Libraries, nor may it commit the American Association of Law Librarians by any declaration of policy.

ARTICLE IX Anti-Discrimination

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

ARTICLE X Fiscal Year

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

ARTICLE XI Amendments to Bylaws

The Bylaws of the Association may be amended by electronic vote or 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. Any Bylaws amendments shall be submitted to the American Association of Law Libraries Bylaws and Resolutions Committee for review.