

*(First adopted 1973?: Amended 1978; 17 December 1981; 25 March and 27 March 1987; 4 October 1988; 11 September 1990; 15 September 1998; 23 October 2000; 1 January 2007; 18 February 2014)*

### **Article I. Name**

The metropolitan New York chapter of the Art Libraries Society of North America (ARLIS/NA) shall be called the Art Libraries Society of North America New York (ARLIS/NA New York). [Amended 18 February 2014]

### **Article II. Purpose [Amended 4 October 1988]**

A. ARLIS/NA New York shall further the purposes of ARLIS/NA within the New York and Philadelphia metropolitan areas, New Jersey, and Connecticut. [Amended 18 February 2014]

B. ARLIS/NA New York is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501 © (3) of the Internal Revenue Code of 1954, as amended, in order to advance the cause of art librarianship and to promote the development, good management, and enlightened use of all art libraries and visual resources collections. In furtherance of such purpose, the organization is authorized:

1. To promote the continuing professional education of its members and the general knowledge of the public by sponsoring conferences, seminars, lectures, workshops, and other exchanges of information and materials concerning all aspects of art librarianship and visual resources curatorship;
2. To stimulate greater use of art libraries and visual resources collections by sponsoring, supporting, or publishing resources directories, bibliographies, inventories, periodical journals, occasional papers, reports, and related materials concerning the organization and retrieval of art information;
3. To foster excellence in art librarianship and the visual arts by establishing standards for art libraries and visual resources collections, by promoting improvements in the academic education, of art librarians and visual resources curators, by sponsoring awards for outstanding achievement, and by other means to that end;
4. To engage in any activities conducive to furthering the organization's purposes, provided that such activities may be lawfully carried on by an organization exempt from federal income tax under sections 501 © (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

C. No part of the net income of ARLIS/NA New York shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives of this organization. No substantial part of the activities of the organization shall be the carrying on of propagand or otherwise attempting to influence

legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions set forth in these Articles of Incorporation (or constitution), at any time during which it is deemed a private foundation, the organization shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal revenue Code of 1986 or corresponding provisions of any subsequent tax laws; the organization shall not make any investments in such manner as to subject the organization to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

E. Notwithstanding any other provision of these articles (or constitution) the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501 © (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws, or by any organization contributions to which are to be deductible under section 170 © (2) of such code or corresponding provisions of any subsequent federal tax laws.

### **Article III. Membership**

#### **A. Eligibility**

1. Membership is open to all members of ARLIS/NA wishing to affiliate with ARLIS/NA New York. [Amended 11 Sept. 1990]
2. [Deleted 11 September 1990]
3. Membership of the chapter shall consist of the following classes: [Added 11 September 1990]
  - a. Individual, including student, unemployed, and retired membership;
  - b. [Deleted 18 February 2014]
  - c. Honorary Life, which is awarded by the Executive Board of ARLIS/NA New York.

#### **B. Dues**

1. Annual dues for membership become due January 1.
2. Dues shall be proposed by the Executive Board and shall be ratified by a majority of those members voting at the annual business meeting.

### C. Privileges

1. Individual members in good standing and Honorary Life members shall have the right to vote and hold elected office. [Amended 23 October 2000][Amended 7 November 2007][Amended 18 February 2014]
2. [Deleted 18 February 2014]
3. [Deleted 7 November 2007]
4. All Individual members and Honorary Life members shall receive the ARLIS/NA New York's periodicals, announcements of meetings, and other notices of general interest. [Amended 23 October 2000][Amended 18 February 2014]

### Article IV. Officers

A. The elected officers of the chapter shall be the Chairperson, Vice-Chairperson/Chairperson-Elect, Secretary, and Treasurer.

#### B. Qualifications

1. Only Individual members in good standing and Honorary Life members may be nominated. [Amended 11 September 1990]
2. A nominated member must file in writing an acceptance of nomination with the Nominating Committee.

#### C. Elections

1. Officers shall be elected by ballot provided to each eligible member soon after the annual business meeting. Candidates who receive a plurality of votes shall be elected. [Amended 1 January 2007]

#### D. Terms of Office

1. The term of office of the Chairperson and the Vice-Chairperson/Chairperson-Elect shall be one year to commence January 1.
2. The term of office of the Secretary and Treasurer shall be two years to commence January 1, with the Secretary being elected in even-numbered years and the Treasurer being elected in odd-numbered years. [Amended 25 March 1987]

#### E. Responsibilities

1. The Chairperson
  - a. Shall act as chief executive officer of the chapter and preside at all chapter meetings;
  - b. Shall be responsible for planning the activities of the chapter; [Amended 25 March 1987]
  - c. Shall call Executive Board meetings between the regular meetings;
  - d. Shall appoint a Nominating Committee no later than two months prior to an election;
  - e. Shall be an ex-officio member of all standings and ad-hoc committees;
  - f. Shall draft the annual report of the chapter;

- g. At the completion of the term of office, the Chairperson shall be designated Immediate Past Chairperson. [Added 25 March 1987]
2. The Vice-Chairperson/Chairperson-Elect
  - a. Shall act as chief executive officer in the event the Chairperson is unable to serve;
  - b. Shall assist the Chairperson in the preparation of meetings; [Amended 25 March 1987]
  - c. At the completion of the term of office, the Vice-Chairperson/Chairperson-Elect shall succeed to the office of Chairperson. [Added 25 March 1987]
3. The Secretary
  - a. Shall be responsible for the keeping of minutes of both chapter and board meetings;
  - b. Shall be responsible for notifying the membership of chapter meetings;
  - c. Shall attend to the society's correspondence;
  - d. [Deleted 15 September 1998]
  - e. Shall send reports of all meetings of the chapter to the Web Editor; [Amended 25 March 1987][Amended 18 February 2014]
  - f. Shall provide a ballot to each eligible member soon after the annual business meeting; [Amended 1 January 2007]
  - g. Shall receive and count the ballots of votes cast and shall communicate the results to the chapter.
  - h. [Deleted 18 February 2014]
4. The Treasurer
  - a. Shall be responsible for the handling of all financial accounts of the chapter and for disbursing funds as directed by the Executive Board;
  - b. Shall receive the membership dues from the Member-at-Large coordinating membership; [Amended 15 September 1998]
  - c. Shall exhibit the books and accounts to any member of the society upon request; [Amended 27 May 1981]
  - d. Shall read a financial report at each Executive Board meeting;
  - e. Shall file a summary report on finances at the end of the year.

#### **Article V. Members-at-Large**

A. Two members-at-large shall sit on the Executive Board with full voting privileges.

B. Qualifications shall be the same as for officers (See Article IV).

C. Members-at-large shall be included on the ballot for officers. [Amended 1 January 2007]

D. The term of office of the members-at-large shall be two years to commence January 1, the terms beginning in alternate years. [Amended 25 March 1987]

E. Members-at-large shall serve as ombudsmen and spokesmen for the membership at large.

F. One Member-at-Large shall be the Development Coordinator and the other Member-at-Large shall be the Membership Coordinator. [Added 15 September 1998][Amended 7 November 2007]

#### **Article VI. Executive Board**

A. The Executive Board shall consist of the Chairperson, Vice-Chairperson/Chairperson-Elect, Secretary, Treasurer, Immediate Past Chairperson, two Members-at-Large, News Editor, and Web Editor—the last two positions in a non-voting capacity. [Amended 7 November 2007]

B. The Board may invite chairpersons of standing committees and ad-hoc committees to participate in the Executive Board's discussions. [Amended 17 December 1981]

C. Responsibilities. [Amended 1978]

1. The Board shall be responsible for conducting the business of the chapter.
2. The Board shall call the regular meetings of the chapter.
3. The Board shall call special business meetings in the addition to the annual business meeting as is deemed necessary. [Amended 25 March 1987]
4. The Board shall meet a minimum of four times a year.
5. The Board shall approve the annual report.
6. The Board shall propose the annual dues.
7. The Board shall establish special projects/ad-hoc committees.

#### **Article VII. Meetings**

A. A minimum of four meetings shall be called unless the Executive Board votes otherwise. [Amended 25 March 1987]

B. One meeting in each calendar year shall be designated the annual business meeting. [Deleted 17 December 1981] [Added 25 March 1987]

C. [Deleted 17 December 1981]

D. Special meetings may be called by the Board as is deemed necessary or by written petition of twenty-five percent of the membership.

E. When not in conflict with these bylaws, Robert's Rules of Order Revised (latest edition) shall govern all deliberations.

## **Article VIII. Committees**

### **A. Nominating Committee**

1. Shall consist of three members; [Amended 25 March 1987]
2. Shall receive in writing an acceptance of nomination from any eligible chapter member seeking office and shall prepare for the chapter Chairperson a slate of qualified candidates no later than four weeks prior to the annual business meeting; [Amended 11 September 1990]
3. Shall present the slate of qualified candidates to the chapter members on or before the annual business meeting and shall accept further nominations from the floor;
4. Shall prepare the ballot and transmit it to the Secretary following the annual business meeting.

### **B. Standing Committees**

1. Standings committees shall be established or dissolved by the Executive Board. [Amended 25 March 1987]
2. Appointments
  - a. The chairperson of a standing committee shall be appointed by the chapter Chairperson. A committee chairperson shall be responsible for selecting his/her committee members with the approval of the chapter Chairperson.
  - b. The chairperson of each committee shall be appointed or re-appointed by the incoming chapter Chairperson.
3. Responsibilities
  - a. Committees shall be responsible to the Executive Board, which will delegate such power and functions as the Board deems necessary for carrying out the objectives of the chapter.
  - b. A chairperson of a standing committee shall submit a budget at the beginning of the year subject to the approval of the chapter.
  - c. A chairperson of a standing committee shall submit annual report to the Executive Board and any other reports requested throughout the year.
4. [Approved 1978; Deleted.....]

### **C. Ad-hoc Committees**

1. Special project committees shall be established with the approval of the Executive Board.
2. A chairperson of an ad-hoc committee shall be appointed by the chapter Chairperson. A committee chairperson shall be responsible for selecting his/her committee members with the approval of the chapter Chairperson.

### **Article IX. Affiliation with other organizations**

Affiliation with other organizations in the New York and Philadelphia metropolitan areas, New Jersey, and Connecticut shall be at the discretion of the Executive Board of ARLIS/NA and shall be in accordance with the guidelines supplied by that board.

[Amended 18 February 2014]

### **Article X. Amendments**

A. Amendments to the bylaws may be proposed by any voting member and shall be submitted to the Executive Board in writing.

B. Written notice with full wording of the proposed amendment must be sent to each member at least three weeks prior to the meeting at which it is to be considered.

C. Approval of a two-thirds majority of voting members and the approval of the Executive Board of ARLIS/NA shall be necessary to amend these bylaws.

### **Article XI. Dissolution [Adopted 4 October 1988]**

Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively for the charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501 ©(3) of the Internal revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws and to which contribution are then deductible under Section 170 ©(2) of such code or corresponding provisions of any subsequent federal tax laws.

Organizations having purposes similar to those of this organization shall be preferred.