



**Bylaws of New York
Metropolitan Reference and
Research Library Agency**

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BYLAWS OF NEW YORK METROPOLITAN REFERENCE AND RESEARCH LIBRARY AGENCY

ARTICLE I

ORGANIZATION

Section 1. Name

The name of the organization is the New York Metropolitan Reference and Research Library Agency. It may be referred to as the Metropolitan New York Library Council, or METRO.

Section 2. Authority and Laws.

METRO is organized as a reference and research resources (“3R’s”) Library System under the Education Law of the State of New York. These bylaws incorporate directly or by reference the applicable provisions of the Education Law, as amended; other relevant New York State statutes; regulations of the Commissioner of Education; and the Charter for METRO as issued by the Regents of the University of New York on June 26, 1964.

Section 3. Purposes.

The purposes for which METRO exists are defined in its charter, viz: “To improve reference and research library services in the New York Metropolitan Area by promoting and facilitating utilization of existing resources and by developing additional resources.”

Section 4. Area Served.

The New York Metropolitan Area is defined, for purposes of these bylaws, as including the counties of Kings, New York, Queens, Richmond, the Bronx, and Westchester, all in New York State.



ARTICLE II

MEMBERS

Section 1. Members Authorized.

The Corporation shall have four (4) classes of members “Full” Members, “Affiliate” Members, “Collegial” Members, and “Associate” Members.

- a. Definition of “Library.” For purposes of membership in METRO as set forth below, a “library” is defined as an entity that provides reference and research services and has a separate and independent budget. Libraries include, but are not limited to, public libraries, public elementary school or secondary school libraries, academic libraries, health sciences/medical libraries, research libraries, and private libraries, provided they are eligible to be considered libraries within the state in which they are organized.
- b. Full members shall be those libraries within METRO’s service area (1) that have at least one full-time employee or equivalent with a Master of Library Science (MLS) or equivalent degree; (2) that have catalogued or indexed information resources available for their users; and (3) that have an annual budget for the purchase of information resources. Full members shall be required to pay dues as set forth herein, and shall have the authority to exercise all rights of membership under State law or these bylaws, including the right to vote.
- c. Affiliate members shall be those libraries which would qualify for Full membership except that they are located outside METRO’s service area. Affiliate members shall be required to pay dues as set forth herein, but shall have no voting rights.
- d. Collegial members shall be libraries that are located within METRO’s service area but do not meet all of the criteria for Full membership or Affiliate membership under these bylaws. Collegial members shall be required to pay dues as set forth herein, but shall have no voting rights.
- e. Associate members shall be those institutions or organizations that are not libraries as defined herein, but who share METRO’s goal of improving the availability of resources and information. Associate members shall be required to pay dues as set forth herein, but shall have no voting rights.

Section 2. Members’ Designation of Representative.

Each Full member institution shall designate in writing a representative authorized to speak on its behalf and to receive notice of meetings, attend meetings, and exercise the member’s rights under these bylaws. Each Full member shall have one vote, to be cast by its designated representative.

Section 3. Annual Meeting of Members.

A meeting of Full members shall be held for the election of Trustees and the transaction of other business in October of each year at a date and place to be designated by the President.



Section 4. Special Meetings of Members.

Special meetings of the members may be called at any time by the President, by petition signed by at least one-third of the Board of Trustees, or by petition signed by at least one-third of the designated representatives of Full members.

Section 5. Notice of Meetings.

- a. At least ten (10) days written notice shall be given before each meeting of members. Such notice shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.
- b. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 6. Action by Members without a Meeting.

Whenever the members are required or permitted to take any action, such action may be taken without a meeting by unanimous written consent. Such consent must set forth the action so taken and be signed by all the members entitled to vote thereon in order to be effective.

Section 7. Quorum.

Ten percent (10%) of all members entitled to cast votes at a meeting of members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Section 8. Voting.

Whenever any corporate action, including the election of Trustees, is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by Full members at such meeting, except as otherwise required by law, by the Certificate of Incorporation, or by these bylaws.

Section 9. Dues.

Dues for each category of membership shall be set by majority vote of the Full members based on recommendations of the Board of Trustees.

Section 10. Proxies.

A Full member's designated representative may authorize another person or persons to act on the member's behalf by written proxy. Every proxy must be signed by the designated representative or other duly authorized officer of the member and shall specify the person authorized to act on behalf of the member. No proxy shall be valid after the expiration of eleven



months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 11. Termination of Membership.

A member institution may terminate its membership at any time upon written notification to the Board of Trustees, provided that its financial obligations have been met. Membership may also be terminated by the Board for failure to pay dues.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Power of Board and Qualification of Trustees.

- c. The Corporation shall be managed and governed by a Board of Trustees. The Board shall have all the powers and duties of Trustees of educational institutions as provided in the New York State Education Law. These include, among others, the power to enter into contracts for receiving and providing services, to provide facilities, to appoint an executive director, to recommend a scale of dues payable by member institutions, to solicit grants and contributions, to receive Federal and State aid, to invest and expend funds subject to annual audit, and to establish rules, regulations and procedures for the conduct of METRO's operations.
- d. Each Trustee shall be at least eighteen years of age.
- e. There shall at all times be at least one representative of the public library system members, at least one representative of the member library with the largest collection, and at least two non-librarians from the research community on the Board. In the event the Board shall at any time be lacking such representatives for any reason, the actions of the Board shall not be void thereby, but the next vacancy on the Board shall be filled by a person who shall meet the criteria necessary to fulfill this provision.

Section 2. Number and Term of Office:

- f. The Board of Trustees shall consist of not less than five (5) nor more than twenty five (25) Trustees, the number of Trustees to be determined from time to time by resolution of the entire Board of Trustees. As used in this Article, the term "entire Board of Trustees" means the total number of Trustees entitled to vote.
- g. The term of each Trustee shall commence at the first annual meeting following his or her election, provided however, that the term of any Trustee elected to fill an unexpired term shall commence at the meeting at which they are elected by the Board.
- h. In the event the number of Trustees is decreased, no such decrease in the number of Trustees shall shorten the term of any incumbent Trustee.



- i. In the event the number of Trustees is increased, the terms of Trustees elected to fill the new positions shall be staggered so that as nearly as possible the terms of one-fifth of the Trustees shall expire each year.
- j. Trustees shall be elected to hold office for a term of five (5) years, and until their successors have been elected and qualified. Each Trustee shall be eligible for election to one full consecutive term thereafter.
- k. Each Trustee shall have one vote.
- l. The Executive Director shall be an ex-officio member of the Board of Trustees, but shall not have the power to vote.

Section 3. Regular Meetings of Trustees.

The Board of Trustees shall meet six (6) times per year, including a meeting in June to adopt a budget for the organization's upcoming fiscal year. Regular meetings of the Board of Trustees may be held with notice at such times and places as may be fixed from time to time by the Board of Trustees upon motion by the President. Notice of each regular meeting of the trustees must be mailed to Trustees at least ten (10) days in advance of the meeting.

Section 4. Special Meetings of Trustees.

Special meetings of the Board of Trustees shall be held whenever called by the President, or by petition signed by one-third of the Trustees. Notice of special meetings shall be given by mail at least ten (10) days in advance of the meeting and shall state the purposes, time and place of the meeting.

Section 5. Resignations and Removal of Trustees, Vacancies.

- m. Any Trustee may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- n. Any or all of the Trustees may be removed for cause by vote of the Trustees provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of Trustees at which such action is taken.
- o. Three unexcused absences from meetings of the Board in a twelve (12) month period shall result in automatic removal from the Board. The President shall declare the seat vacant and shall inform the Trustee of his or her removal from the Board within ten (10) days of the declaring that the seat has been vacated.
- p. In the event a Trustee resigns or is removed from the Board as provided herein, the entire Board of Trustees shall be notified of the resignation or removal as quickly as possible.
- q. Vacancies on the Board shall be filled by majority vote of the Trustees in attendance, provided that the Trustee so elected shall have their election ratified at the next annual meeting of members, and shall serve only the unexpired term of the vacancy. Each



Trustee elected to fill an unexpired term shall be eligible for re-election to one full 5 year term thereafter.

Section 6. Action by the Board of Trustees.

- r. Except as otherwise provided by law or in these bylaws, the act of the Board of Trustees means action at a meeting of the Board by vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time.
- s. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- t. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Waivers of Notice.

Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 8. Quorum.

A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business.

Section 9. Compensation.

Trustees shall receive no compensation for their service on the Board of Trustees.

Section 10. Loans to Trustees and Officers.

No loans shall be made by the Corporation to its Trustees or officers, or to any other corporation, firm association or other entity in which one or more of its Trustees or officers are Trustees or officers or hold a substantial financial interest.



ARTICLE IV

COMMITTEES

Section 1. Nominating Committee.

- u. There shall be a Nominating Committee composed of three (3) Trustees, all of whom shall be elected by majority vote of the Trustees. The President shall appoint the Chair of the Committee.
- v. Each year, the Committee shall solicit names of candidates for the Board. Any Trustee or Full member may propose a candidate for the Board by submitting the name of the person and, if such candidate is not already a Trustee, their Curriculum Vitae to the Nominating Committee. The Nominating Committee shall consider all names proposed to it and select a slate of nominees for the Board of Trustees, which slate shall be submitted to the Trustees and Full members with the notice of the annual meeting of members.
- w. Additional nominations for any election of Trustees may also be made by petition signed by the designated representatives of at least 20 Full members and submitted to the Secretary at least ten (10) days prior to the Annual Meeting. The Secretary shall then prepare a ballot containing the names of all candidates, for distribution at the Annual Meeting of Members.
- x. At the Annual Meeting of Members, each Full member shall be entitled to cast one vote for each open position on the Board. The candidate receiving the highest number of votes shall be deemed elected, then the candidate with the next number of votes shall be deemed elected, continuing in this manner until all open positions have been filled.

Section 2. Executive Committee.

There shall be an Executive Committee composed of the Officers of the Corporation. It shall be chaired by the President. The Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- y. The filling of vacancies in the Board or in any committee.
- z. The amendment or repeal of the bylaws, or the adoption of new bylaws.
- aa. The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

The Executive Director shall be an ex-officio member of the Executive Committee, but shall not have the power to vote.

Any reference in these bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provide.

At each meeting of the Board, the Executive Committee shall report any actions it has taken since the previous Board meeting to the Board.



Section 3. Finance Committee.

The Finance Committee shall consist of three Trustees appointed by the Chair of the Board, and such other personnel as deemed necessary and appointed by the Chair. The Treasurer shall serve as the Chair of the Finance Committee.

The Finance Committee shall have the following responsibilities, together with any other duties assigned to it by the Board from time to time:

- bb. Assist in preparation of the annual budget for presentation to the Board in June of each year;
- cc. Periodically review the organization's assets and liabilities and make recommendations to the Board regarding investment of cash reserves and the management of other assets;
- dd. Oversee preparation of the organization's annual audit;

Section 4. Other Committees.

The Board shall have the power to create other committees, each of which shall be composed of at least three Trustees. At the Board's discretion, non-Trustees may serve on committees except as otherwise provided in these bylaws. Each such committee shall have such authority as the Board shall by resolution provide. The President shall appoint the Chair of each committee unless the resolution of the Board creating the Committee states otherwise.

Section 5. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the chair of the committee or by vote of a majority of all of the members of the committee.

Section 6. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Trustees, a 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 the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Trustees.

Section 7. Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.



ARTICLE V

OFFICERS

Section 1. Number.

The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. Each such officer shall be a Trustee at the time of his or her election. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election, Term of Office and Qualifications of Officers.

At its first meeting immediately following the annual meeting of members, the Board shall elect officers. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the first meeting of Trustees following the next Annual Meeting of Members and until the officer's successor is elected or appointed and qualified. The officers shall be elected from among the Trustees. No officer may serve more than three (3) successive terms.

Section 3. Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Trustees may from time to time determine.

Section 4. Removal of Officers.

Any officer may be removed by majority vote of the Board of Trustees with or without cause at any time.

Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies.

A vacancy in any office shall be filled by the Board of Trustees. Any officer elected to fill an unexpired term shall serve until the first meeting of Trustees following the next Annual Meeting of Members and until the officer's successor is elected or appointed and qualified.

Section 7. President.

The President shall preside at all meetings of the Board of Trustees and shall perform such other duties as may be assigned from time to time by the Board. The President shall also make such appointments and motions before the Board as are provided herein.



Section 8. Vice President.

In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President shall preside at all meetings of the Trustees, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such other powers and shall perform such other duties as may be assigned from time to time by the Board of Trustees or the President.

Section 9. Treasurer.

The Treasurer shall supervise the organization's financial systems, procedures and controls. The Treasurer shall serve as chair of the Finance Committee and shall present the annual budget for the upcoming fiscal year to the Board each year in June. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

Section 10. Secretary.

The Secretary shall act as secretary of all meetings of the Board of Trustees, and ensure that minutes of all such meetings are recorded and kept in a proper book or books to be maintained for that purpose. The Secretary shall oversee the procedures necessary to ensure that that all notices required to be given by the Corporation are duly given and served. The Secretary shall also oversee procedures to ensure that a current list of the Corporation's members is kept and properly maintained, and that such records include the identities and contact information of their designated representatives; and shall cause to be kept a list of Trustees and officers and their residence addresses.

Section 11. Executive Director.

The Executive Director shall serve as the chief executive officer of the organization, overseeing all activities of the organization under the direction of the Board of Trustees. The Executive Director shall be responsible for the hiring, firing and performance of the staff, for supervising the daily activities of the organization, for carrying out policies and procedures set by the Board, and shall have such other duties as may from time to time be assigned by the Board

ARTICLE VI

ADVISORY COUNCILS

Section 1. Creation of Advisory Councils.

The Executive Director may appoint one or more Advisory Councils, which shall be delegated such powers and duties as the Board in its sole discretion shall determine.

Section 2. Qualification and Appointment of Advisory Council Members.

Qualifications for membership on each advisory council shall be determined by the Executive Director, subject to ratification by the Board. In making its decisions in this regard, the board



shall at all time be mindful of the need for diversity in the geographic location and types of institutions represented on its advisory councils.

ARTICLE VII

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board of Trustees, except as in these by-laws otherwise provided, may authorize any officer or officers, employee or employees, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Trustees, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation unless authorized by the Board of Trustees.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification.

Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Trustee or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request



of the Corporation, as a Trustee or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification.

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses.

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.

Unless clearly prohibited by law or Section 2 of this Article, the Board of Trustees may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Section 5. Determination of Indemnification.

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Trustees shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these by-laws. Before indemnification can occur the Board of Trustees must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall



participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Section 6. Binding Effect.

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance.

The Corporation is not required to purchase Directors and Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Trustees, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

Section 8. Nonexclusive Rights.

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Corporation with any Trustee, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his "immediate family" (defined for purposes of these bylaws as spouse, parents, children, brothers or sisters, domestic partners, and spouses or domestic partners of these individuals); or (c) any organization in which he or an immediate family member is a trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not by itself constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest.

- ee. The Secretary of the Corporation shall distribute annually to all Trustees and Officers, a form soliciting the disclosure of all relationships and positions which might pose a conflict of interest for the Trustee or Officer.



- ff. A Trustee or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Trustee or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

- gg. A Trustee or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.
- hh. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions.

No contract or other transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its corporate officers are Trustees or officers, or have a substantial financial interest, shall not be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or officer or officers are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Trustee's or officer's interest in such contract or transaction were disclosed to the Board of Trustees and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or officers. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Trustee or officer should not be present at the meeting.



Section 5. Employee Conflicts of Interest.

- ii. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussions, as well as any decision, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Executive Director shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Executive Director may consult with legal counsel.
- jj. The Executive Director shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Executive Director has approved.

ARTICLE X

COMPENSATION

Section 1. Reasonable Compensation.

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Trustees of the Corporation shall not receive compensation for fulfilling their duties as Trustees.

Section 2. Approval of Compensation.

- kk. The Board of Trustees must approve the compensation of the Executive Director. The minutes of the meeting at which compensation is approved shall record the amount authorized and the basis of the Board's determination that such compensation is reasonable.
- ll. The Executive Director shall determine the compensation paid to other employees of the Corporation unless otherwise directed by the Board. Before approving the compensation of an employee, the Executive Director shall determine that the total compensation to be provided by the Corporation to the employee is reasonable in amount in light of the position, responsibility and qualification of the employee for the position held. To the extent practicable, the Executive Director shall obtain and consider appropriate data concerning comparable compensation paid to similar employees in like circumstances.
- mm. The compensation paid to all employees shall be reviewed by the finance committee in connection with the preparation of the organization's annual budget and all items of compensation shall be reflected in the budget presented to the board.



ARTICLE XI

GENERAL

Section 1. Office.

nn. The office of the Corporation shall be at such place in the State of New York, as the Board of Trustees may determine.

oo. The Corporation may also have offices at such other places both within and without the State of New York as the board of Trustees may from time to time determine or the activities of the corporation may require.

Section 2. Books and Records.

There shall be kept at the office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Trustees and the Executive Committee, (3) a current list of the Trustees and officers of the Corporation and their residence addresses, (4) a copy of these bylaws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years information returns to the Internal Revenue Service.

Section 3. Seal.

The corporate seal shall be in a form approved by the Board of Trustees..

Section 4. Fiscal Year.

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each calendar year.

Section 5. Roberts Rules of Order.

The rules contained in the current edition of *Robert's Rules of Order* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, regulations of the Commissioner of Education, or any statutes applicable to this organization.

Section 6. Writings.

Whenever in these bylaws, there is reference to a "writing," such term shall include email and other forms of electronic communications which are capable of being recorded and printed.

