

# **Gleeson Library Associates Constitution and Bylaws**

## **ARTICLE I**

### Name

This organization shall be known as “GLEESON LIBRARY ASSOCIATES, University of San Francisco.”

## **ARTICLE II**

### Nature and Objects

This organization shall be an unincorporated non-profit association and its objects shall be:

1. To cooperate toward the development of special collections, library resources and services of the University Library, University of San Francisco;
2. To present cultural programs at that University; and
3. To raise funds for the support of the Donohue Rare Book Room and the University Library.

## **ARTICLE III**

### Membership

Section 1. There shall be three classes of membership: Regular, Ambassador, and Fellow. The Board of Directors may establish various categories within regular membership.

Section 2. The dues paid by various classes of members shall be fixed and adjusted by the Board of Directors.

Section 3. Any person interested in the objects of this organization shall be eligible for membership.

Section 4. A membership shall include spouses.

Section 5. The Board of Directors shall establish additional qualifications for the various memberships.

Section 6. Each membership in good standing shall entitle the holder to one vote in person at all meetings of the Associates; the holder also shall be eligible for election to office.

Section 7. The Board of Directors shall recognize University Ambassadors who restrict their donations to Gleeson Library, University of San Francisco, by awarding an annual membership to the Associates.

Section 8. The Board shall be empowered to appoint Fellows of Gleeson Library Associates in the following manner, with rights and privileges as hereinafter set forth:

Fellows: Fellows shall be persons distinguished by attainments in scholarship, by bibliographic achievements, or by extraordinary service to Gleeson Library, University of San Francisco.

1. Eligibility
  - a) Individuals who have contributed in a distinguished manner to scholarship in any field, or
  - b) Individuals who have preserved the tools of scholarship through the collection, preservation, and usage of scholarly and historical materials, or
  - c) Individuals who have rendered outstanding service to Gleeson Library Associates, or to the activities of the Associates, or to the encouragement of interest in Gleeson Library.
2. Selection
  - a) Annually the President shall appoint, subject to approval by the Board, a committee of not less than three nor more than five members of the Associates, who shall present nominations for Fellows prior to the winter meeting of the Board. In addition, the Dean of the Library, President of the Associates, Director of Library Relations, and members at large may submit candidates to be Fellows at meetings of the Board.
  - b) Election shall be by vote of the Executive Board with consultation by the Board of Directors.
3. Privileges
  - a) Life membership in Gleeson Library Associates
  - b) Exemptions from dues
4. Recognition
  - a) By a certificate signed by the President of Gleeson Library Associates and by the Director of Library Relations, University of San Francisco.
  - b) By the announcement of honor and presentation of certificate at the Fellows meeting of the Associates
5. Responsibilities
  - a) A Fellows' fund shall be maintained through voluntary contributions from Fellows.
  - b) Fellows contributing to the fund may advise the Board on how the fund is to be used.

Section 9. The Board is empowered to award such other recognition as it deems appropriate.

## **ARTICLE IV**

### Meeting of Membership

Section 1. A regular annual meeting of the members of the organization shall be held prior to May 31<sup>st</sup> of each year at a time and place within the City and County of San Francisco selected by the President. At least ten days notice of the time and place of the annual meeting shall be given by mail to the members at the addresses appearing on the records of the Associates. The Presiding Officer and ten voting members shall constitute a quorum for transaction of the business of the Associates.

Section 2. Special meetings of the members shall be held at any time by order of the Board, or by order of the President, or by the President upon written request of at least ten members of the organization. At least ten days notice of the time and place of such special meeting shall be given by mail to the members at the addresses appearing on the records of the Associates.

## **ARTICLE V**

### Officers

Section 1. The officers of the Associates shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary. Each officer shall be a member of the Associates and shall be elected annually by the members at the annual meeting of the members. Each officer shall be elected for a term of two years and until a successor is elected. A vacancy in any office may be filled by the Board for the unexpired portion of term.

Section 2. The Board may elect or appoint such officers as it deems desirable, such officers to have the authority and perform the duties prescribed by the Board.

Section 3. The duties of President shall be to preside at all meetings of the Board and the members of the Associates; to call special meetings of the Board or members at such times as deemed proper; to sign all documents required to be signed on behalf of the Associates; to appoint such committees as deemed necessary to transact the business of the Associates; and, to perform other duties required by usage and custom of office or as the Board shall determine. The President shall be an advisory member of all committees.

Section 4. The duties of Vice-President shall be to exercise all powers and duties of President in the event of the absence or disability of the President. The Vice-President shall perform such other duties as may be delegated by the President or Board.

Section 5. The duties of the Secretary shall be to keep a record of all proceedings of the Associates and the Board, which record shall be open to inspection by any member of the Associates at all reasonable times; to keep a complete list of the names and addresses of the members; to send all notices of meetings to the members and to the Board; and to perform such other duties as delegated by the President or Board.

Section 6. The duties of the Treasurer shall be to have charge of the collection of all funds of the Associates; to keep an accurate account of all moneys received and expended by the Associates; to submit an annual financial report to the membership of the Associates; and to perform such other duties as delegated by the President or the Board.

Section 7. The President shall appoint a committee consisting of at least three members of the Associates, which committee shall prepare a panel of nominees for the offices of the Associates including the members of the Board, and present this panel to the Secretary at least twenty business days prior to the annual meeting of the Associates. Any other name may be placed in nomination by presenting to the Secretary at least two days prior to the annual meeting of the Associates a written nomination signed by at least ten voting members of the Associates.

## **ARTICLE VI**

### **Board of Directors**

Section 1. The Associates shall be governed by a Board of Directors, which shall be composed of not less than sixteen (16) members. Officers of the Associates shall be members of the Boards. The President of the Associates shall be Chair of the Board.

Section 2. The Dean of the University Library, University of San Francisco and the Head of the Donohue Rare Book Room shall be members of the Board.

Section 3. Remaining members of the Board shall be elected at the annual meeting of the membership. Three to five members shall be elected at each annual meeting of the membership for a term of four years. Board membership can be limited to two consecutive terms. A Board member may be reelected after being off the Board for one year.

Section 4. The Board shall have the power and duty to conduct the affairs of the Associates; to prescribe the duties of the officers of the Associates not inconsistent herewith; to present nomination of officers and Board members to the membership for election at the annual meeting; to fill all vacancies on the Board or in any office of the Associates for the unexpired term of the officer or Board member; to expend the funds of the Associates for the objects of the organization; to formulate the policy of the Associates; and, to do any and all things necessary and convenient to carry out the objects of the Associates. Five members of the Board shall constitute a quorum for the transaction of business.

Section 5. The Board shall meet any time upon the call of the President or any three members of the Board, provided that at least seven days notice be given to each member of the Board.

## **ARTICLE VII**

### Committees

Section 1. The President of the Gleeson Library Associates shall annually appoint the following standing committees:

- Acquisitions Committee
- Development Committee
- Executive Committee
- Finance Committee
- Medallist Committee
- Membership Committee
- Nominating Committee
- Program Committee
- Publications Committee
- Publicity Committee

Section 2. The President of Gleeson Library Associates shall appoint members to each committee and fill vacancies which may occur. The Chairman of each committee shall call committee meetings at his/her discretion or at the discretion of the Board.

Section 3. The President of Gleeson Library Associates and the Head of the Donohue Rare Book Room, University of San Francisco shall have advisory participation on committees. be advisory members of each committee.

Section 4. Additional committees may be created at the pleasure of the Board.

Section 5. The Chairman of each committee shall submit a report at each Board meeting of the activities of the committee.

## **ARTICLE VIII**

### Fiscal Year

The fiscal year of this organization shall be June 1 – May 31.

## **Article IX**

### Funds

Section 1. All general funds shall be deposited with the University of San Francisco and shall be credited to the account of the Associates.

Section 2. The Head of the Donohue Rare Book Room shall have authority to disburse budgeted funds for ordinary expenditures of the Associates and subject to the control of the Board from extraordinary expenditures.

Section 3. The Board shall have power to allocate funds for extraordinary expenditures.

Section 4. Funds accepted by the Associates which are restricted by the donor shall be separately administered and accounted for under the terms of the restriction. The Board shall have fiduciary responsibility for all such funds.

## **ARTICLE X**

### Miscellaneous

Section 1. No personal liability shall attach to any member of this organization for, by any reason, or in connection with any activity of the organization unless the member shall be adjudicated in an action, suit, or proceeding to be liable for willful misconduct in the performance of duty.

Section 2. No member of the Board, nor the Board as a whole, shall have any power or authority to borrow any money or execute any promissory notes in the name of or on behalf of the organization.

Section 3. No member of the Board, nor the Board as a whole, shall have any power or authority to act as agent for the individual members of the organization.

Section 4. No member of the Board, nor the Board as a whole, shall have any power or authority to incur any obligation for any amount in excess of the net cash on hand in the Associates' account on the books of the University of San Francisco.

## **ARTICLE XI**

### Office

Section 1. The principal office for the transaction of the affairs of the Associates shall be at Gleeson Library, University of San Francisco or at such other place as the Board may determine.

Section 2. A membership roster containing the name and address of each member shall be maintained by the Secretary at the principal office of the Associates.

Section 3. A book of minutes of all meetings of members and of the Board of the Associates also shall be kept at its principal office.

Section 4. The organization shall keep in its principal office the original or a copy of its constitution and by-laws as amended or otherwise altered to date, certified by Secretary, which shall be open to inspection by the members at all reasonable times.

## **ARTICLE XII**

### Amendments of Constitution and By-laws

This constitution and by-laws may be altered, amended or repealed and a new constitution and by-laws may be adopted by a resolution of the Board concurred in by at least a two-thirds majority of members of said Board present, provided ten days prior notice in writing of the proposed alteration, amendment, or repeal be given to each member of the Board.

Approved by the Board of Directors at the meeting of January 17<sup>th</sup>, 2001.