

**CONSTITUTION AND BY-LAWS
OF
THE LAKE ONTARIO ARCHIVES CONFERENCE
(Incorporated under the New York Education Law)**

**As Amended by a Vote of the Membership
at the 1992 Annual Meeting, June 6, 1992.**

**ARTICLE 1
PURPOSE**

The purpose of the Lake Ontario Archives Conference, Incorporated, shall be to support the education and professional discourse of members of the archival profession and of users or supporters of archives residing in or around Western and Central New York State by the holding of a conference on the preservation, management, and use of archival and historical records each year in conjunction with the annual meeting of Members of the Corporation or by other means authorized by these By-Laws under the Certificate of Incorporation.

**ARTICLE 2
DEFINITIONS**

As used in these By-Laws, unless the context otherwise requires, the term:

- 2.1 "Board" means the Board of Trustees of the Corporation.
- 2.2 "Corporation" means Lake Ontario Archives Conference, Incorporated.
- 2.3 "By-Laws" means the Constitution and By-Laws of the Corporation, as amended from time to time.
- 2.4 "Certificate of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.
- 2.5 "Program Committee Chair" means the person elected or appointed as coordinator of the Program Committee of the Corporation and as president and chief executive officer of the Corporation.
- 2.6 "Board members" means trustees of the Corporation.
- 2.7 "Member" means member of the Corporation.
- 2.8 "Secretary" shall mean the Secretary of the Corporation.
- 2.9 "Treasurer" means the Treasurer of the Corporation.

**ARTICLE 3
MEMBERSHIP**

- 3.1 **Membership.** Membership shall be open to all persons interested in the purposes of the Corporation. The Members and the Board may establish such other criteria for membership, including a schedule of dues, as they deem appropriate.
- 3.2 **Meetings of Members.** There shall be an annual meeting of the Members called by the Board with due notice. Special meetings may be called by the Board or a majority vote of a quorum of the Members at an annual meeting.

3.3 Notice of Meetings. Written notice of the place, date, and hour of the annual and special meetings of Members shall be given to each Member by mailing of the notice by mail, postage prepaid, or by personal delivery, not less than 30 days before the date of the meeting. Notice of all meetings shall indicate the purpose for which they are called. Notices of special meetings will also indicate the person or persons calling the meeting.

3.4 Quorum, Adjournments of Meetings. At annual meetings of the Members, a majority of the Members present shall constitute a quorum for the transaction of business. At special meetings, a quorum shall consist of 20% of all Members of the Corporation. A majority vote of the Members present may adjourn any meeting of Members.

3.5 Organization. The Program Committee Chair shall chair annual and special meetings of the Members. In the absence of the Program Committee Chair, the Members present shall select an acting chairperson. The Secretary shall act as Secretary at all meetings of the Board. In the absence of the Secretary, the Program Committee Chair or the acting chairperson shall appoint any Member to act as secretary of the meeting.

3.6 Voting. At any duly called meeting of Members, each Member present in person may vote.

ARTICLE 4 BOARD OF TRUSTEES

4.1 General. The Corporation shall be managed by its Board of Trustees. The Board of Trustees shall consist of all Officers as described in Article 6 of the By-Laws and up to twenty-two (22) Trustees as determined by election at the annual meeting of Members. All Board Members shall serve concurrently as Members of the Program Committee as described in Article 5 of the By-Laws.

4.2 General Powers. In addition to specific powers delineated in the By-Laws, the Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation, the By-Laws, or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation. The Board may encumber and expend Corporation funds in direct support of Corporation activities authorized by the By-Laws or by a majority vote of a quorum of the Members of the Corporation. Also, the Board may reimburse Members of the Corporation for reasonable expenses incurred in connection with service to the Corporation.

4.3 Qualifications. Each Trustee shall be at least eighteen years of age and a Member of the Corporation in good standing.

4.4 Election and Term of Office. The initial Trustees shall be the persons named in the Certificate of Incorporation. They shall serve until the first annual meeting of the Members of the Corporation following the submission of the petition to the New York State Board of Regents for the issuance of a Certificate of Incorporation. Trustees shall be elected at the annual meeting of the Members of the Corporation by a plurality of the votes cast. Each Trustee shall be elected to hold office until the end of the fiscal year of the next annual meeting of the Members of the Corporation following his or her election or until his or her earlier death, resignation, or removal.

4.5 Vacancies. The Board of Trustees may fill any vacancy on the Boards caused by death, resignation, or removal by appointing a qualified Member of the Corporation who shall serve as Trustee until the end of the fiscal year of the next annual meeting of the Members of the Corporation.

4.6 Resignations. Any Trustee may resign at any time by written or spoken notice to the Program Committee Chair or the Secretary. Such resignation shall take effect at the time therein specified, and acceptance of such resignation shall not be necessary to make the resignation effective.

4.7 Removal. Any Trustee may be removed for cause by a majority vote of the entire B

meeting of the Board or by a majority vote of the Members of the Corporation at any annual or special meeting of the Members of the Corporation.

4.8 Meetings of the Board. Meetings of the Board may be held at any place within or without the State of New York. The annual meeting of the Board of Trustees shall be held as soon as practicable after the annual meeting of the Members of the Corporation. Special meetings of the Board shall be held whenever called by the Program Committee Chair, the Secretary, or by two or more Trustees. The times and places for holding meetings of the Board may be fixed from time to time by resolutions of the Board or, unless contrary to the resolution of the Board, in a notice issued by the Program Committee Chair, the Secretary, or two or more Trustees. Meetings of the Board shall be open to any Member of the Corporation who wishes to attend as a non-voting participant.

4.9 Notice of Board Meetings. Notice of the time and place of each regular or special meeting of the Board shall be mailed to each member of the Board and shall be the responsibility of the Program Committee Chair.

4.10 Organization. The Program Committee Chair shall chair annual and special meetings of the Board. In the absence of the Program Committee Chair, the members of the Board present shall select an acting chairperson. The Secretary shall act as Secretary at all meetings of the Board. In the absence of the Secretary, the Program Committee Chair or the acting chairperson shall appoint any member of the Board to act as secretary of the meeting.

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

4.12 Action by the Board. All corporate action taken by the Board shall be taken at a meeting of the Board. However, the Board may act without a meeting if all members of the Board consent in writing or by speech as certified in writing by the Secretary to the adoption of a resolution authorizing the action. Any one or more members of the board may participate in a meeting of the Board by means of telephone conference call or similar communications equipment allowing all persons participating in the meeting to hear or otherwise comprehend each other at the same time. Participation by such means shall constitute presence in person at a meeting. Except as otherwise provided by the Certificate of Incorporation or by law, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

ARTICLE 5 COMMITTEES

5.1 Standing Committees. There shall exist such standing committees within the Corporation as authorized by the By-Laws or by majority vote of Members at the annual meeting of Members.

5.2 Ad Hoc Committees. The Board may establish ad hoc committees as it deems necessary to conduct Corporate business. However, the term of any such ad hoc committee shall not extend beyond the annual meeting of Members following establishment of that committee unless authorized by a majority vote of the Members at the annual meeting.

5.3 Program Committee.

(a) Duties. The Program Committee shall plan, organize, and coordinate the program, budget, and local arrangements for an annual conference held in conjunction the annual meeting of the Members.

(b) Membership. The Program Committee shall consist of those Members concurrently serving as Board Members as described in Article 4.

(c) Chair. The Program Committee Chair shall be chosen in accordance with Article 6 Section 6 of the By-Laws.

ARTICLE 6 OFFICERS

6.1 General. The Officers of the Corporation shall include a Program Committee Chair, a Secretary, a Treasurer, and other such officers as may be determined by a majority of Members present at the annual meeting of the Members of the Corporation. Each Officer shall be a Member in good standing. All Officers shall be elected or appointed to hold office until the end of the fiscal of the next annual meeting of the Members of the Corporation. Each officer shall hold office for the term for which he or she has been elected or appointed and until his or her successor shall have been elected or appointed, or until his or her death, resignation, or removal. Any two or more Offices may be held by the same person, except the Offices of Program Committee Chair, Secretary, and Treasurer.

6.2 Election. All Officers shall be elected by a plurality of Members in attendance at the annual meeting of Members of the Corporation from nominations made during the meeting by any Member.

6.3 Vacancies. The Board of Trustees may fill any vacancy of an Office caused by death, resignation, removal, or any other reason by appointing a qualified Member of the Corporation who shall serve in the vacated Office until the next annual meeting of the Members of the Corporation.

6.4 Resignations. Any Officer may resign at any time by written or spoken notice to the Program Committee Chair or the Secretary. Such resignation shall take effect at the time therein specified, and the acceptance of such resignation shall not be necessary to make the resignation effective.

6.5 Removal. Any Officer may be removed for cause by a majority vote of the entire Board at any meeting of the Board or by a majority vote of the Members of the Corporation at any annual or special meeting of the Members of the Corporation. The removal of an Officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an Officer shall not in itself create contract rights.

6.6 Program Chair. The Program Committee Chair shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the board; shall be the official spokesperson for the Corporation; shall preside at all meetings of the Board, at the annual meeting of the Members of the Corporation, and at any special meetings of the Members as described in Article 3 of the By-Laws; shall be an ex-officio member of all committees except as otherwise determined by the By-Laws; shall be responsible for leading and directing the Program Committee in the conduct of its duties as described in Article 5 of the By-Laws; and, shall also perform other duties as required elsewhere in the By-Laws or as may be assigned by the Board from time to time.

6.7 Secretary. The Secretary shall act as Secretary of all meetings of the Board and of the annual or special meetings of Members as described in Article 3, and shall keep the minutes thereof in a proper fashion; shall ensure that all notices required to be given by the Corporation are duly given and served; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation other than those assigned to other Officers by the By-Laws; shall ensure that the reports, statements, and other documents required by law are properly kept and filed; shall maintain an accurate list of all Members of the Corporation; and, shall also perform other duties as required elsewhere in the By-Laws or as may be assigned by the Board from time to time.

6.8 Treasurer. The Treasurer shall have charge and custody of, and be responsible for all funds, securities and notes of the Corporation; shall receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; shall deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these By-Laws; with the approval of the Board, shall cause such funds to disbursed by checks or drafts on the authorized depositories of

the Corporation signed in such manner as shall be determined in accordance with any provisions of the By-Laws, and be responsible for the accuracy of the amounts of all moneys so disbursed; shall regularly enter or cause to be entered in books to be kept by him or her or under his or her direction full and adequate account of all moneys received or paid for the account of the Corporation; shall have the right to require, from time to time, reports or statements giving such information as he or she may desire with respect to any and all such financial transacting the same; shall render to the Program Committee Chair or the Board whenever the Program Committee Chair or the Board, respectively, shall require him or her so do, an account of the financial condition of the Corporation and of all his or her transactions as Treasurer; shall render at the annual meeting of Members an annual report to the Members of the financial status and condition of the Corporation; shall exhibit at all reasonable times his or her books of accounts and other records to any of the Trustees upon application; shall collect any membership dues or registration fees assessed for Corporation meetings or functions; and, shall also perform other duties as required elsewhere in the By-Laws or as may be assigned by the Board from time to time.

6.7 The Program Committee Chair shall, together with the Secretary or Treasurer, sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board, the By-Laws, or a majority vote of the Members present at the annual meeting of Members to some other Officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed.

ARTICLE 7 CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

7.1 Grants.

(a) The making of grants and contributions and otherwise rendering financial assistance for the purposes of the Corporation expressed in the Certificate of Incorporation shall be within the exclusive power of the Board. In furtherance of the purposes of the Corporation, the Board shall have power to make grants in general support of the purpose of the Corporation to any organization organized and operated exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be from time to time amended. The Board shall require that such requests specify the use to which the funds will be put, and if the board approves the request, shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board.

(b) The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

(c) After the Board has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. At all times, however, the Board shall have the right to withdraw approval of the grant and use the funds for other charitable or educational purposes consistent with the Certificate of Incorporation.

7.2 Execution of Contracts. The Board may authorize any officer, employee, or agent, in the name and on behalf of the Corporation, to enter into and execute contracts for services and activities consistent with the purposes, powers, and responsibilities of the Corporation under the Certificate of Incorporation.

7.3 Loans. The Board, or any Officer, employee, or agent acting under the specific authorization of the Board, may effect loans and advances in the name of the Corporation from any bank, trust company, or other institution or individual, and, for such loans and advances, may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans and advances. Such authority conferred by the Board may be general or confined to specific instances or otherwise limited.

7.4 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.

7.5 **Deposits.** The funds of the Corporation not otherwise employed shall be deposited from time to time to order of the Corporation of such banks, trust companies, or other depositories as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board.

ARTICLE 8 INDEMNIFICATION

8.1 The Corporation shall indemnify:

(a) Any person made or threatened to be made a party to any action or proceeding by reasons of the facts such a person, or such person's testator or intestate, is or was an Officer, employee, or agent of the Corporation under the authority of these By-Laws;

(b) Any Officer, employee, or agent of the Corporation who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Board as authorized by these By-Laws, in the manner and to the maximum extent permitted under the Not-For-Profit Law of New York, as amended from time to time.

8.2 The Corporation may, in the discretion of the Board, purchase and maintain insurance pursuant to indemnification as described in Article 8, Section 1, and indemnify all other corporate personnel to the extent permitted by law.

ARTICLE 9 ARCHIVES

The Corporation shall keep correct and complete books and records of account and shall keep minutes of meetings of the Members and of the Board. Any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE 10 FISCAL YEAR

The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board.

ARTICLE 11 AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of the Members of the Corporation at any meeting of the Members duly called and held in accordance with these By-Laws.

February 13, 1992