

**BY-LAWS  
OF  
LAW LIBRARIANS OF NEW ENGLAND, INC. (1)**

**ARTICLE I.  
NAME AND PURPOSE; FISCAL YEAR**

Section 1. Name

The name of this Association shall be "LAW LIBRARIANS OF NEW ENGLAND", a chapter of the American Association of Law Libraries.

Section 2. Purpose

The Association is organized for the purpose of promoting the profession of law librarianship, and more particularly, to enhance the roles of law librarians in the legal and library professions, to provide for the further professional education of law librarians, to establish a continuing relationship between law librarians and legal entities in New England, and to foster a spirit of cooperation among the members of the profession.

Section 3. Fiscal Year

The fiscal year of the Association shall end on June 30 in each year, or may end on such other date as the Board of Directors may determine.

**ARTICLE II.  
MEMBERSHIP**

Section 1. Classification of Membership (2)

Membership in the Association shall consist of active members, associate members, student members, and life members. Eligibility for the privileges of each class shall be stated herein and shall not be transferred or assigned.

(a) Active member status shall be granted to a New England area person who is interested in law librarianship. An active member shall have the right to vote and to hold office or any appointed position.

(b) Associate member status shall be granted to any person who is not eligible for active member status but who is interested in librarianship. An associate member shall not have the right to vote or to hold any elective office or appointed position.

(c) Student member status shall be granted to a New England person enrolled in a degree program. A student member shall have the right to vote and to hold any appointed position in the Association, but may not hold any elective office.

(d) Life member status may be granted to any member who has retired from full-time law library employment and who was an active member of LLNE for at least (10) years. This status may be granted upon the recommendation of the Executive Committee and a vote of the membership at a regular business meeting. Life members shall have the right to vote, to serve on committees and to receive member communications.

(e) Active, associate, and student membership shall be granted upon payment of the annual dues. All membership shall be subject to any limitations as may be imposed from time to time by the By-laws of the Law Librarians of New England.

## Section 2. Dues

The dues shall be paid as follows:

(a) Active Members \$10.00 (b) Associate Members: \$10.00 (c) Student Members: \$ 5.00 (d) Life Members: No dues

## Section 3. Membership Year

The membership year of the Association shall be from July 1st to June 30th.

## Section 4. Suspension of Membership

Members failing to pay dues after the expiration of three months from the first day of the membership year shall be suspended from membership by the Treasurer. A suspended member shall not have the right to vote during the suspension period. Suspended members may be reinstated at any time upon payment of the full current year's dues.

## Section 5. No Discrimination (2)

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

# **ARTICLE III. MEETINGS**

## Section 1. Meetings

There shall be an Annual Meeting of the members of the Association at the American Association of Law Libraries Annual Meeting in July at a time and place fixed by the Executive Committee. Other meetings shall be held as the Executive Committee shall direct. All members shall be notified of meetings at least thirty (30) days prior to the date of the meeting.

## Section 2. Quorum

Twenty (20) members qualified to vote shall constitute a quorum.

## Section 3. Parliamentary Authority

The latest edition of Robert's Rules of Order shall resolve questions relating to parliamentary procedure at all meetings of the Association.

# **ARTICLE IV. VOTING**

The affairs of the Association, including elections, shall be conducted by a majority of those voting, unless otherwise provided in the By-laws.

# **ARTICLE V. BOARD OF DIRECTORS**

The LLNE Board of Directors shall be composed of the Executive Committee as defined in Article VII, Section 2.

**ARTICLE VI.  
NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee

Annually, at least ninety (90) days before the Annual Meeting, the President shall appoint a Nominating Committee, consisting of three members of the Association who fairly represent the membership at large, no one of whom shall be a candidate of office at the succeeding election. (3)

Section 2. Nominations

The Nominating Committee shall submit nominees for officers and education directors to the President at least sixty (60) days prior to the Annual Meeting.

Section 3. Nominations from Outside the Committee

Additional nominations may be made by communicating such nominations to the President in writing, endorsed by the signatures of at least ten (10) of the Association's members at least sixty (60) days prior to the Annual Meeting.

Section 4. Announcements

All names thus nominated shall be announced to the membership at least thirty (30) days prior to the Annual Meeting.

Section 5. Election

The election of officers and education directors shall be by vote at the Annual Meeting.

**ARTICLE VII.  
OFFICERS AND EXECUTIVE COMMITTEE**

Section 1. Officers

The officers of the Association are a President, Vice-President/President-Elect, Secretary, and Treasurer. All officers of the Association must be members in good standing of the Association and the President and Vice-President/President-Elect must also be members in good standing of the American Association of Law Libraries. No officer shall hold more than one office simultaneously.

Section 2. Executive Committee

The officers, the immediate Past President and two Education Directors shall constitute the Executive Committee, which shall be responsible for planning and directing Association activities. The Executive Committee may consult with the Association's committee chairpersons in carrying out their responsibilities for planning and directing activities.

Section 3. Terms

The terms of office shall be for one year commencing at the Annual Meeting held in July, except as otherwise provided. (3)

(a) President. The Vice-President/President-Elect shall become President of the Association and shall serve for a term of one year as President, except as otherwise provided.

(b) Vice-President/President-Elect. The Vice-President/President-Elect shall serve for a term of one year, except as otherwise provided.

(c) Secretary. The Secretary shall serve for a term of two years, except as otherwise provided.

(d) Treasurer. The Treasurer shall serve for a term of two years, except as otherwise provided.

(e) The Secretary of the Association shall be elected in even numbered years, and the Treasurer of the Association shall be elected in odd numbered years.

(f) Education Directors. Two Education Directors of the Association shall serve a term of two years, except as otherwise provided. One education director is to be elected in even numbered years and one education director is to be elected in odd numbered years. (3)

(g) In the event that a successor has not been duly elected or qualified at the end of any term of office specified above, the incumbent shall continue to serve until duly succeeded.

(h) In the event that the office of President becomes vacant, the Vice-President/President-Elect shall succeed to that position, and shall hold the office of President through the unfinished term of the departing President and the succeeding term. If the Vice-President/President-Elect is unable to do so, the position will be filled by appointment by a majority vote of the Executive Committee. All other offices that become vacant shall be filled by appointment by a majority vote of the Executive Committee.

(i) The duties of the officers shall be those ordinarily assigned to said officers in similar Associations and such duties as may be assigned to them by a majority of the Executive Committee.

## **ARTICLE VIII. COMMITTEES**

### Section 1. Creation

There shall be such committees and Association representatives to other organizations as determined by a majority of the Executive Committee. Substantial committee restructuring shall be determined by a majority vote of the members.

### Section 2. Appointments

The President shall make all appointments and reappointments of committee chairpersons, committee members, and Association representatives.

### Section 3. Reports

Each committee chairperson and Association representative shall submit a written report to the Association's Secretary before the Annual Meeting.

### Section 4. Removal

The President, with the approval of a majority of the Executive Committee, may terminate the appointment of any committee chairperson, committee member, or Association representative.

### Section 5. Term of Appointment

Unless otherwise specified by the President, all committees and Association representative appointments are for a term of one year.

**ARTICLE IX.  
PROTECTION OF TAX-EXEMPT STATUS**

Section 1. Activities Restricted

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Executive Committee members, officers, committee members, or other private persons, except that the Association shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association's purposes, including distributions to either such organizations under Section 501 (c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Association's By-laws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. Dissolution

Except as otherwise required by law, upon any dissolution, voluntary or involuntary, revocation of its charter, insolvency or bankruptcy, the Executive Committee shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, to one or more institutions or organizations, created and organized for nonprofit purposes similar to those of the association, as a majority of the Executive Committee may by vote designate and in such proportions and in such manner as may be determined in such vote.

**ARTICLE X.  
AMENDMENTS**

Section 1. Procedure

Amendments to the By-laws may be proposed by the Executive Committee or by a petition signed by ten (10) members of the Association. Proposed amendments shall pass when approved by a vote of two-thirds (2/3) of the members present and voting at any chapter meeting, provided that all members have been notified of such proposed amendments at least thirty (30) days prior to the meeting.

Section 2. Effective Date

Such amendments shall become effective upon approval by the American Association of Law Libraries.

**ARTICLE XI.  
PERSONAL LIABILITY**

The Board of Directors of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Association.

## **ARTICLE XII. INDEMNIFICATION**

Each person at any time a director, officer, employee or agent of the Association and any person who serves at its request as a director, officer, employee or other agent of another organization, or who serves at its request in any capacity with respect to any employee benefit plan, including each former director, officer, employee or agent who was such before, on or after the date of the adoption of this By-law shall, to the extent permitted by law and without prejudice to any other rights he might have, be entitled to be reimbursed by the Association for, and indemnified by the Association against, all judgments, fines, penalties, costs and expenses reasonably incurred by him in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or in which he may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him as a director, officer, employee or agent, or in any capacity with respect to any employee benefit plan, whether or not he continues to be a director, officer, employee or agent, or to serve in any capacity with respect to any employee benefit plan, at the time of incurring such costs and expenses, including amounts paid or incurred by him in connection with reasonable settlements (other than amounts paid to the Association itself) of any claim, action, suit or proceeding. Any rights to reimbursement and indemnification granted under this section to any such director, officer, employee or agent shall extend to his heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Reimbursement or indemnification hereunder shall include payments by the Association of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. Nothing herein contained is intended to, or shall, prevent a settlement by the Association prior to final adjudication of any claim, including claims for reimbursement or indemnification under this By-law, against the Association when such settlement appears to be in the interest of the Association. Each such person shall, by reason of his continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Association, as above set forth with the same force and effect as if the Association, to induce him to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him in accordance with the foregoing provisions of this section. Nothing herein contained is intended to, or shall, prevent the Association from entering indemnity agreements with other persons or purchasing insurance to cover any liabilities of any director, officer, employee or agent. No director or officer of the Association shall be liable to anyone for making any determination as to the existence or absence of liability of the Association hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

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(1) The original LLNE Constitution was approved by the members on April 6, 1949. The original LLNE By-laws were approved by the members at the annual meeting on October 30, 1982. The By-laws of the Corporation were approved by the members on July 19, 2005.

(2) Amendment approved April 23, 1988

(3) Amendment approved March 28, 2003