



Bylaws
Junior League of Albany, New York, Inc.

As amended and approved on April 12, 2016.

Contents

Bylaws	i
Article I. NAME.....	1
Article II. PURPOSE, POLICIES AND STANDARDS	1
Section 1. Mission and Purpose	1
Section 2. Policies	1
Section 3. Administrative Standards	1
Section 4. Code of Conduct.....	1
Article III. MEMBERSHIP	2
Section 1. Categories of Membership	2
A. New Member	2
B. Active Member.....	2
C. Sustaining Member.....	3
Section 2. Admission to Membership.....	3
Section 3. Membership in Good Standing.....	3
Section 4. Duties	3
Section 5. Privileges of Membership: Transfer.....	3
Section 6. Resignations	4
Section 7. Removal	4
Section 8. Reinstatements.....	4
Section 9. Regular Membership Meetings	4
Section 10. Annual Meeting.....	4
Section 11. Special Membership Meetings	4
Section 12. Quorum.....	5
Section 13. Voting Membership	5
A. Voting In-Person.....	5
B. Absentee	5

Article IV. BOARD OF DIRECTORS	5
Section 1. Duties	5
Section 2. Composition.....	5
Section 3. Eligibility.....	5
Section 4. Election and Term.....	6
Section 4a. Election Cycle and Terms for Board of Directors.....	6
Section 5. Meetings of the Board.....	6
Section 6. Notice of Meetings.....	6
Section 7. Special Meetings of the Board	7
Section 8. Quorum.....	7
Section 9. Voting	7
Section 10. Meeting by Telecommunications.....	7
Section 11. Removal of Directors and Officers	7
Section 12. Vacancies	7
Article V. OFFICERS.....	8
Section 1. Officers	8
Section 2. Duties	8
A. President	8
B. Secretary	8
C. Treasurer.....	8
Section 3. Eligibility.....	8
Section 4. Election and Term.....	8
Section 4a. Election Cycle and Terms for Officers	9
Section 5. Additional Candidates	9
Article VI. NOMINATING COMMITTEE	9
Section 1. Composition.....	9
Section 2. Eligibility.....	10
Section 3. Duties	10
Article VII. INDEMNIFICATION OF MEMBERS AND THE BOARD OF DIRECTORS.....	10
Article VIII. DUES AND OTHER FINANCIAL OBLIGATIONS.....	10
Section 1. Dues	10
Section 2. Refunds	11
Article IX. PARLIAMENTARY AUTHORITY	11
Article X. NON-PROFIT REVITALIZATION ACT POLICIES.....	11
Article XI. FISCAL POLICIES.....	11
Section 1. Fiscal Year.....	11

Section 2. Accounts and Audits	11
Section 3. Junior League Budget.....	11
Section 4. Bonding	11
Section 5. Dissolution	11
Article XII. DELEGATES TO ASSOCIATION CONFERENCES	12
Article XIII. AMENDMENTS	12
Index.....	13

Article I. NAME

The name of this organization shall be The Junior League of Albany, New York, Inc. (hereinafter “the League”), a Not-for-Profit Corporation formed under the laws of the State of New York.

Article II. PURPOSE, POLICIES AND STANDARDS

Section 1. Mission and Purpose

The Junior League of Albany, New York Inc. is an organization of women committed to promoting voluntarism, developing the potential of women and improving communities through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

Section 2. Policies

The policies of the League shall be in harmony with the policies of the Association of Junior Leagues International Inc. (hereinafter “AJLI”), of which the League is a member.

The League reaches out to women of all races, religions and national origins who demonstrate an interest in and a commitment to voluntarism.

The League does not discriminate on the basis of race, religion or national origin. All meetings and functions of the League shall be held at facilities which do not discriminate against women or on the basis of race, religion or national origin.

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant at the end of the fiscal year.

The League shall immediately send to the AJLI office evidence of any change in its status as a tax exempt organization under section 501(c)(3) of the U.S. Internal Revenue Code.

Section 3. Administrative Standards

The members of the Junior League of Albany (hereinafter “Members”) shall maintain the same standards as are required of groups applying for membership in the AJLI pursuant to the AJLI’s Bylaws.

Section 4. Code of Conduct

All Members are expected to conduct themselves in a legal, ethical, moral, responsible, and respectful manner at all activities and events, as well as in internal and external

communications related to the Junior League of Albany. This includes League-sponsored events, events sponsored by community partners of the Junior League of Albany and any activity and communications in which members represent the organization.

Members must also maintain professionalism and respect when dealing with internal League matters, when communicating with the Board of Directors, and when communicating to other members of the League.

Members shall only speak on behalf of the League—in person or in any type of written or electronic format of any type currently in existence or developed in the future—when they are acting in the capacity of their League placement and with authorization of the League President or her designee.

Failure to comply with this code of conduct can result in removal from the League.

Article III. MEMBERSHIP

Only women who comply with the requirements of the AJLI and this League shall be admitted to Membership by this League. No Member shall at any one time be a member of more than one Junior League.

The Board of Directors of the Junior League of Albany (hereinafter “Board of Directors,” “the Board”) shall, from time to time, adopt policies regarding the rights, roles and responsibilities of membership in the League. Said policies shall be subject to approval by a majority of the members entitled to vote thereon.

Section 1. Categories of Membership

The Categories of Membership shall be as follows:

A. New Member. New Members are those members who are engaged in training established by the Junior League of Albany to prepare them for effective community and League involvement. New Members must complete a New Member course, the requirements of which shall be approved by the Board of Directors.

After successfully completing the New Member course, New Members shall be approved for Active Membership by a majority vote of the Board of Directors. The names of the newly elected members shall be announced at the next membership meeting of the League following their approval.

B. Active Member. Active Member are those members who have completed New Member training requirements as approved by the Board of Directors and justify Active membership by demonstrating volunteer service to the community and the League.

C. Sustaining Member. Sustaining Member are those Member who have fulfilled the Active membership requirements as defined by the Junior League of Albany in its Standing Rules and who continue to support the League and its community.

A member who has served as President in the prior year may apply for Sustaining Member status.

Section 2. Admission to Membership

Women who have an interest in developing their potential for voluntary community participation and a willingness to acquire the skills, knowledge, and experience that will enable them to perform effective voluntary service in the community in furtherance of the purpose of the League will be eligible for membership in the League.

Prospective Members shall not be less than 21 years of age.

The Board of Directors shall, from time to time, adopt policies governing the admission of prospective members. Said policies shall be subject to approval by a majority of the members entitled to vote thereon.

Section 3. Membership in Good Standing

A member shall be considered in good standing if she fulfills all membership obligations to this League, as defined by the Board of Directors, including, but not limited to, the timely payment of dues, fulfillment of volunteer responsibilities, and participation in League activities.

Section 4. Duties

A member shall fulfill all membership obligations to this League. Members vote to elect the Board of Directors.

Section 5. Privileges of Membership: Transfer

Any New, Active, or Sustaining Member of the League in good standing may transfer her membership to another Junior League. A Member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League.

An Active Member who transfers to this League shall be accepted into the membership category that corresponds with that of the sending League, in accordance with the categories specified in Article III, Section 1.

A New Member who transfers to this League before the completion of the training mandated by her former League has the right to complete the training program as determined by this League.

The Board of Directors of the League shall from time to time adopt written policies governing the privileges of membership, including the membership of members transferring from another League. Such policies shall be subject to approval by a majority of the members entitled to vote thereon.

Section 6. Resignations

Any Member of the League who is not in arrears in dues or in the performance of League duties may resign in good standing.

Section 7. Removal

A Member who becomes delinquent in her membership participation requirements; conducts herself in a way which is likely to endanger the welfare, interest or character of the League; or violates the bylaws or rules of the League may be terminated by the Board of Directors after receiving five days' written notice of the termination from the Board of Directors. The Member shall be afforded a hearing before the Board of Directors to determine the conditions under which her membership may remain in force.

Section 8. Reinstatements

Members who have resigned in good standing may apply in writing to the Board of Directors for reinstatement. They may be reinstated by a majority vote of the Board of Directors upon paying the current dues.

Section 9. Regular Membership Meetings

There shall be regular meetings of the membership as scheduled by the Board of Directors. Notice of the time and place of membership meetings shall be communicated to all members of the League no less than five days prior to the meeting. At meetings at which voting will occur, notice of the matters to be voted on shall be sent to all Active members entitled to vote no less than five days prior to the date of the meeting.

Section 10. Annual Meeting

The Annual Meeting of the League shall be held in May on a date and time designated by the Board of Directors.

Section 11. Special Membership Meetings

Special membership meetings shall be held at the discretion of the Board of Directors or upon the written request of one third of the Active Members of the League. Notice of the time, place, and purpose of any Special Meeting shall be sent to all Active Members at least five days before a special meeting.

Section 12. Quorum

A quorum of the League shall consist of one third of the Active Members entitled to vote.

Section 13. Voting Membership

Only Active Members in good standing may vote at meetings of the League.

A. Voting In-Person. Except as otherwise provided by these Bylaws, a majority of votes cast by the Members entitled to vote, if a quorum is present at such time, shall be the act of the membership of the League.

B. Absentee Voting. A Member unable to attend a meeting at which voting will occur may request an absentee ballot from the Secretary or her designee. The ballot must be returned to a person, place, or by email designated by the Secretary or her designee prior to the meeting.

If the matter upon which the absentee ballot has been cast is changed or amended in any way during the meeting, the absentee ballot shall be declared null and void.

Article IV. BOARD OF DIRECTORS

Section 1. Duties

The governing body of the League is the Board of Directors, which has authority and is responsible for the governance and management of the League. The Board of Directors sets strategic outcomes, establishes policy and monitors implementation of policy consistent with these Bylaws and with the League Mission. The Board of Directors is composed of officers and Vice Presidents. Officers include the President, President-Elect, Treasurer, and Secretary. Vice Presidents supervise their respective Councils. Officers and Vice Presidents are collectively known as "Directors."

Section 2. Composition

The League shall operate on a Council system. Each Council shall be composed of committees with related functions. A Council may be created, combined, or dissolved by the Board of Directors.

The Board of Directors consists of the Officers of the League and the Council Vice Presidents of each Council. The number of Council Vice Presidents at any given time, their titles, and their duties shall be based on the Board of Directors' determination.

Section 3. Eligibility

Any Active Member in good standing, as defined in these Bylaws, who has been an Active member for at least one calendar year shall be eligible to serve on the Board of Directors.

Section 4. Election and Term

The Nominating Committee shall slate one candidate for each position on the Board of Directors. The Board of Directors shall be elected according to the years their respective terms expire, as described below in Section 4a, "Election Cycle and Terms for Board of Directors." In the event no successor is elected, a Director may serve until her successor is duly elected. The Vice President of the Nominating Council shall send notice of the slate of directors to be voted upon to all Active and New Members of the League in accordance with Article V, Section 4 of these bylaws.

Section 4a. Election Cycle and Terms for Board of Directors

The President-Elect shall be elected by the Junior League to serve a one-year term commencing in odd-numbered years, and she shall automatically succeed to the position of President to serve a two-year term following her term as President-Elect.

The Secretary, Vice President of Communications, and Vice President of Fund Development shall each be elected by the Junior League to serve two-year terms commencing in even-numbered years.

The Treasurer, Vice President of Community, Vice President of Finance, and Vice President of Membership shall be elected by the Junior League to serve two-year terms commencing in odd-numbered years.

Vice President of Nominating shall be elected each year by the Junior League to serve a one-year term.

A Director who serves more than half of an unexpired term shall be considered to have served a term. A Director who serves half or less of an unexpired term shall not be considered to have served a term.

All Directors shall serve their respective terms until their respective successors have been elected and qualified. All Directors' terms shall begin on June 1 of the year in which they are elected.

Section 5. Meetings of the Board

The Board of Directors shall meet regularly to ensure proper oversight of the League. There shall be no fewer than four (4) scheduled meetings of the Board in any fiscal year.

Section 6. Notice of Meetings

Notice of time, place, and purpose of each Board meeting shall be given by an Officer of the League to each Board member at least two days before the meeting. Notice may be given via electronic means.

Section 7. Special Meetings of the Board

Special Meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors. Notice of a Special Meeting shall be sent to each member of the Board no less than three days before the meeting. Notice may be given by electronic means. Directors may waive this notice requirement through their presence at a Special Meeting of the Board of Directors, or in writing at any time before or after the Special Meeting.

Section 8. Quorum

A majority of the total members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and Special Meetings of the Board of Directors.

Section 9. Voting

The vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. A Director who is unable to attend a meeting at which voting will occur may vote by proxy or by electronic means including, but not limited to, electronic mail.

Any vote required or permitted to be taken by the Board of Directors may be taken without a meeting, by telephone, or through the use of any other electronic transmission. Such vote shall be ratified at the next meeting of the Board of Directors.

Section 10. Meeting by Telecommunications

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications method that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11. Removal of Directors and Officers

Any Director may be removed for cause at any meeting, including a Special Meeting of the League by a majority vote of the membership of the League entitled to elect such Director. An Officer elected by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors and such Officer's authority to act as an Officer may be suspended by the Board of Directors for cause.

Section 12. Vacancies

All vacancies on the Board of Directors occurring during the League year shall be filled by a Member who is eligible to serve on the Board of Directors. A majority of the Board

of Directors shall elect an eligible Member to fill a vacancy. Any Director elected under this section shall serve the remainder of the term to which she was elected.

Article V. OFFICERS

Section 1. Officers

The Officers of the League shall be the President, Secretary and the Treasurer. Additional officers may be named by a majority vote by the Board of Directors.

Section 2. Duties

The powers and duties of the Officers shall be as follows:

A. President: The President shall be the chief executive officer of the League and shall perform the duties usually pertaining to the Office of President. She shall preside at meetings of the League and Board of Directors, and shall be a member *ex-officio* of all committees and councils except the Nominating Committee. The President shall, with the approval of the Board of Directors, appoint other committees, make other appointments not otherwise provided for, and shall perform such other duties as may be assigned by the Board of Directors.

B. Secretary: The Secretary shall be responsible for the keeping of all minutes of all meetings of the Members and of the Board. The Secretary shall be in general charge of the records of the League, other than financial records, and shall perform such other duties as may be assigned by the Board of Directors.

C. Treasurer: The Treasurer operates as the chief financial officer of the League. She is accountable to the Board of Directors to ensure proper care and custody of all the funds and securities of the organization, and is charged with monitoring the financial operations of the League and with ensuring the accuracy and sufficiency of all financial reports. The Treasurer must ensure that the Board has knowledge of and understands the financial position of the League.

Section 3. Eligibility

Any Active Member in good standing, as defined in these Bylaws, who has been an Active Member for at least one calendar year as of May 31 of the year in which an election will be held, shall be eligible to serve as an Officer, with the exception of the Vice President of Nominating.

Section 4. Election and Term

The Nominating Committee shall slate one candidate for each Director position that will be vacant at the end of the current League Year. Directors shall be elected according to the years their respective terms expire, as described below under Section 4a, "Election

Cycle and Terms for Officers.” In the event no successor is elected, a Director may serve until her successor is duly elected. Notice of the slate shall be sent to all Active and New Members of the League at least twenty days prior to the election meeting.

Section 4a. Election Cycle and Terms for Officers

The President-Elect shall be elected by the Members of the League to serve a one-year term commencing in odd-numbered years, and she shall automatically succeed to the position of President to serve two-year terms following her term as President-Elect.

The Secretary, Vice President of Communications, and Vice President of Fund Development shall each be elected by the Members of the League to serve two-year terms commencing in even-numbered years.

The Treasurer, Vice President of Community, Vice President of Finance, and Membership VP shall be elected by the Junior League to serve two-year terms commencing in odd-numbered years.

The Vice President of Nominating shall be elected Members of the League each year.

A Director who serves more than half of an unexpired term shall be considered to have served a term. A Director who serves half or less of an unexpired term shall not be considered to have served a term.

All Directors shall serve their respective terms until their respective successors have been elected and qualified. All Directors' terms shall begin on June 1 of the calendar year in which they are elected.

Section 5. Additional Candidates

Independent nominations may be made, in writing, by at least one-third of the active membership and with the consent of the nominee. Independent nominations must be received by the Vice President of the Nominating Council no later than 14 days after the slate has been sent to the Membership. The Vice President of the Nominating Council shall notify the membership of the independent nomination no later than 72 hours upon receipt of an independent nomination.

Article VI. NOMINATING COMMITTEE

Section 1. Composition

The Vice President of the Nominating Council shall facilitate the nominating process and shall vote on nominating business only in the event of a tie.

Section 2. Eligibility

Any League member in good standing who has been an Active Member of the League for at least one calendar year as of the date her term would begin shall be eligible to serve as a member of the Nominating Committee of the League.

Section 3. Duties

The Nominating Committee shall prepare a slate for the positions on the Board Directors to be voted upon by the membership entitled to vote thereon.

Article VII. INDEMNIFICATION OF MEMBERS AND THE BOARD OF DIRECTORS

The individual members of the League and the Board of Directors dedicate their time and talent to the service of the League, and the conduct of official business of the League without material recompense. In consideration of this fact, so far as it is permitted under the laws of the State of New York, the individual Board members and individual members of the League engaged in its official business, shall be indemnified and held harmless against all cost and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, law suit or proceeding, or any other matter having to do with their acts and conducts as Board members or members engaged in official business on behalf of the League; provided, however, that no indemnification may be made to or on behalf of any director or member if a judgment or other financial adjudication adverse to the director or member establishes that her 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 she personally gained in fact a financial profit or other advantage to which she was not legally entitled.

Article VIII. DUES AND OTHER FINANCIAL OBLIGATIONS

Section 1. Dues

The Board of Directors shall from time to time establish policies concerning the amount of dues to be paid by each member. Such policies shall be subject to the approval by a majority vote of the members entitled to vote thereon.

There shall be an automatic increase in the amount of dues of the League whenever AJLI, through its delegate body, approves a dues increase at its Annual Meeting. The amount of the automatic increase to dues of the League shall be equal to the amount of the increase in AJLI's dues and shall take effect the same fiscal year in which the AJLI increase takes effect.

Section 2. Refunds

There shall be no refunds of dues made to members resigning or removed during the League year, nor to New Members who fail to meet the New Member requirements.

Article IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the League.

Article X. NON-PROFIT REVITALIZATION ACT POLICIES

The League has adopted a Conflict of Interest policy and a Related Party Transaction policy in compliance with the New York Non-Profit Revitalization Act of 2013.

Article XI. FISCAL POLICIES

Section 1. Fiscal Year

The fiscal year shall be from June 1 to May 31 (The fiscal year is also referred to herein as the "League Year.")

Section 2. Accounts and Audits

The books and accounts of the League shall be kept in accordance with generally accepted accounting principles, and shall be audited annually by a certified public accountant at the end of each fiscal year. A copy of the audited financial report shall be made available to each member of the League.

Section 3. Junior League Budget

Annually, the Board of Directors shall adopt a budget.

Section 4. Bonding

The President, President-Elect, Treasurer, Finance Council VP, and all fundraising and project treasurers shall be bonded in the amount determined by the Board of Directors.

Section 5. Dissolution

In the event of the dissolution of the League, its assets remaining after payment of or provisions of payment of all debts and liabilities, shall be distributed to such corporations

which are organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, subject to the approval of a Justice of the Supreme Court.

Article XII. DELEGATES TO ASSOCIATION CONFERENCES

The Incoming President shall be the voting delegate (Delegate A) to the Annual Conference of the Association. The Incoming President-Elect for the next year shall be Delegate B. Other delegates and alternates to Annual Conference may be elected by the Board of Directors.

Article XIII. AMENDMENTS

The Bylaws may be amended by majority vote cast by the Members present and entitled to vote thereon at any Regular or Special Meeting of the League, provided that the proposed amendment has been mailed or emailed to each voting member at least five days prior to the date of the meeting.

Amendments to the Bylaws may be proposed by the Board of Directors or any five Active members of the League.

Index

Absentee, 5
Active Member, 2, 3, 4, 5, 8, 10
AJLI, 1, 2, 10
Amendments, 12
budget, 11
communications, 2, 7
conduct, 1, 2, 10
dues, 3, 4, 10, 11
electronic, 2, 6, 7
good standing, 3, 4, 5, 8, 10
hearing, 4
INDEMNIFICATION, 10
Independent nominations, 9
majority, 2, 3, 4, 5, 7, 8, 10, 12
meetings, 1, 4, 5, 6, 8
New Member, 2, 3, 11

Nominating, 6, 8, 9, 10
notice, 4, 7
Notice, 4, 6, 7, 9
Officers, 5, 7, 8, 9
President, 2, 3, 5, 6, 7, 8, 9, 11, 12
President-Elect, 5, 6, 9, 11, 12
proxy, 7
quorum, 5, 7
reinstated, 4
Removal, 4, 7
requirements, 2
resign, 4
Secretary, 5, 6, 8, 9
slate, 8, 9, 10
Special Meetings, 7
terminated, 4
Treasurer, 5, 6, 8, 9, 11