**Standing Rules**

**Junior League of Albany, New York, Inc.**

As amended and approved on April 7, 2020.

**Rule I.**

**Administration**

**Section 1.** The Board of Directors ["Board"] and Council Vice Presidents of the Junior League of Albany ["League") shall require that League members fulfill their responsibilities as follows.

**Section 2. Active and New Members**

Each Active and New Member shall be responsible for

1. Keeping a record of her completion of League requirements.
2. Familiarizing herself with and monitoring the League website, bylaws, and standing rules.

**Section 3. Committee Chairs**

Each committee chair shall be responsible for reporting a summary of their committee's progress to their Council Vice Presidents at least once each month.

**Section 4. Board of Directors**

The Board of Directors shall be responsible for the oversight, governance, and management of the League. The Board shall also implement and revise, as needed, these Standing Rules and the Bylaws of the Junior League of Albany.

**Section 5. Amendment of Standing Rules**

The Board may amend these Standing Rules at any time by a majority vote of the Board of Directors. The vote may be taken by email or at a meeting.

**Rule II.**

**Membership**

**Section 1. Meetings**

1. General membership meetings shall be held in March and as otherwise scheduled by the Board of Directors. Notice of the time and place of General Membership Meetings must be communicated to all Active members at least five [5) days prior to each meeting. Notice may be effected by posting the time and place of General Membership Meetings on the League website.
2. The Annual Meeting of the League shall be held in May on a date and time designated by the Board of Directors.
3. Special membership meetings shall be held at the discretion of the Board of Directors or upon written request of one third [1/3] of the Active members of the League. Notice of the time, place and purpose of any Special Meeting must be communicated to all Active members at least five [5] days prior to such meeting.
4. All meetings and functions of the League shall be held at facilities that do not discriminate against women or on the basis of race, religion, or national origin.

**Section 2. Membership List**

The Junior League membership list is for the use of the Junior League only, and shall not be used for the promotion of any activity unrelated to the Junior League. It shall not be used for personal gain, or made available for commercial or solicitation purposes.

**Section 3. Categories of Membership**

The Categories of Membership shall be as follows:

1. **New Membership**
   1. 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. New Members shall be liable for dues immediately upon acceptance of the invitation to membership.
   2. 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.
2. **Active Membership**
   1. Active members are those members who have completed New Member training and justify Active membership by demonstrating volunteer service to the community and the League. Any Active member of the League shall be eligible for election to any position in the League in accordance with the Standing Rules and Bylaws.
   2. The immediate past President shall only be required to pay dues and attend the mandatory March voting meeting.
3. **Sustaining Membership**
   1. Sustaining members are those members who have fulfilled the Active membership requirements as defined by the Junior League of Albany and who continue to support the League and its community. Sustaining members shall have all privileges of membership except that they may not hold office or vote, other than the two Sustainer Representatives to the Board of Directors, who between them hold one voting position on the Board of Directors. Any Sustaining member in good standing is eligible to apply to the Sustainer Steering Committee for the position of Sustainer Chair.
   2. Those who have served as President in the prior year are eligible for Sustaining Member status.
   3. Any Sustaining member may reapply for Active status by writing a letter to the Board of Directors and completing a placement interview at the discretion of the Board of Directors.
   4. Sustaining members remain actively involved in League work, including conducting two-four meetings each League year, publishing monthly newsletters, serving as Advisors on committees on an ad hoc basis, and working with the Board of Directors. In addition to the League projects, the Sustainer membership remains closely connected through a host of fun social events such as book clubs, day trips and luncheons.
   5. The Sustainer Representatives to the board are chosen by the Sustaining members on an ad hoc basis.

**Section 4. Five Year Service requirement**

i. A New Member who satisfactorily completes the New Member Course in the Junior League of Albany will be required to serve five (5) years as an Active member before she may become a Sustaining Member. An Active Member, after serving five (5) Active years, not counting any leaves of absence, may request Sustainer status.

ii. An Active Member who transfers to the Junior League of Albany before she has served five (5) years as an Active member in another League shall be required to serve a total of five (5) years as an Active member which shall include the years served as an Active member in other leagues.

**Section 5. Requesting Sustainer Status**

An Active Member may request Sustainer status by submitting a written request to the Board of Directors by March 15. Upon confirming that the member has met League requirements, a designee of the Board of Directors shall notify the Association of Junior Leagues International of this status change and update League records accordingly.

**Section 6. Privileges of Membership**

A member in good standing of this League or another Junior League may be granted the following privileges upon application in writing to the Board of Directors:

1. **Transfer**
   1. Any New, Active or Sustaining Member may transfer to another Junior League in accordance with the Association's Bylaws, policies and procedures. A member who transfers to another Junior League shall be granted a status consistent with the membership categories of the receiving League. A New Member who transfers to this League has the right to complete the League's New Member class program. An Active member who transfers to this League shall be required to adhere to League requirements for minimum years of service. The receiving Junior League must complete and acknowledge the transfer of membership within 90 days of receipt of the transfer request.
   2. New, Active and Sustaining Members shall pay dues to the Junior League to which they belong on April 1. A member who requests a transfer between April 1 and October 1 will receive a refund of 50% of the annual dues of the sending Junior League, exclusive of Association per capita dues. The receiving Junior League may then collect no more than 50% of its dues, exclusive of Association per capita dues.
   3. A member who requests a transfer after October 1 will not be entitled to any refund of dues from the sending Junior League, and the receiving Junior League will collect no dues from such incoming member. If a member is reinstated between December 1 to May 31, half the current dues shall be required.
2. **Seasonal Inter-League**
   1. A Sustaining Member who resides for a portion of the year in the area of her Junior League and a portion of the year in the area of another Junior League shall, upon written request to the Board of Directors, be granted the Seasonal Inter-League privilege. This privilege permits the Sustaining member to participate in the Junior League in whichever area she is currently domiciled.
   2. A Sustaining member may hold the Seasonal Inter-League privilege in more than one Junior League at one time. The Seasonal Inter-League privilege may be extended for an unlimited period of time. The Sustaining member shall be listed as a member of and shall pay annual dues to the sending Junior League which shall have the final responsibility for her in all matters. She shall pay to the receiving Junior League an annual Seasonal Inter-League fee of an amount not to exceed the difference between the receiving Junior League's Sustaining dues and the Association's per capita dues.
   3. A Sustaining member granted the Seasonal Inter-League privilege shall comply with the requirements of the Junior League in whose area she is currently domiciled.
3. **Inter-League**
   1. New, Active and Sustaining Members, who will be residing temporarily in the area of another Junior League, and who so formally request, shall be granted the Inter-League privilege for a period not to exceed one year. The period may be extended by the sending Junior League for one additional year.
   2. A member granted the Inter-League privilege shall comply with the requirements of the receiving Junior League; and shall be entitled to all privileges of membership except the right to vote, hold office and propose or second prospective members for membership in the receiving Junior League. She shall be listed as a member of and pay dues to the sending Junior League, which shall have the final responsibility in all matters.
4. **Non-Resident**

Active and Sustaining members who live more than 50 miles from the City of Albany, New York at least nine months in each year, and who so formally request, shall be granted Non-Resident privileges. A Non-Resident member may not vote or hold office. Their requirements shall be determined by the Board of Directors and agreed to by the Member.

1. **Leave of Absence**

Anyone who has completed the New Member class may request a leave of absence, which is a one-year sabbatical, by written application to the Board of Directors. If requested in writing, a one-year extension will be considered for Members who have completed at least one year of active service. Members on sabbaticals are responsible for a reduced dues payment and annual placement interviews. Members shall be automatically restored to Active status on the expiration of the sabbatical, or at such time prior to the anniversary by writing to the Board of Directors.

**Rule Ill. Councils and Committees**

**Section 1. Council Procedure**

1. Each Council shall consist of a Council VP and other League members as provided below. The Council VP shall serve on the Board of Directors.
2. Councils shall consist of the below minimum positions:
   1. **Membership Council:** Membership VP, New Member Chair, Training Chair, Member Events Chair, Mentoring Chair, Recruitment Chair
   2. **Nominating Council:** Nominating VP, elected Nominating and Placement Committee Members
   3. **Community Council:** Community VP, Done in a Day Chair, Community Impact/Project Chair, Public Affairs Chair
   4. **Communications Council:** Communications VP, Public Relations Chair, Social Media Chair, Website Development Chair, Monthly Newsletter Chair
   5. **Fund Development Council:** Fund Development VP, Cornhole Tournament Chair, Touch-A-Truck Chair
   6. **Finance Council:** Finance VP, Little Black Dress Initiative Chair, Rockwell Scholarship Chair

**Section 2. Committee Descriptions**

Committee descriptions shall be prepared and maintained by the Board of Directors and made available to the Membership, and revised as needed. Each Council shall hold regular meetings as determined by the Council VP, with a minimum of one council-wide meeting each League Year.

**Section 3. Membership Council**

1. **Member Events:** Plans a variety of social and recruiting events for the membership throughout the summer and league-year.
2. **New Member:** invites proposed candidates to membership and orient them to the responsibilities and benefits of being a League member. The Committee shall plan and direct the education and training of New Members by means of a New Member course, and guide each class through the planning and execution of their community project. The New Member Committee shall recommend to the Board candidates for membership. A majority of the Board of Directors must approve recommendation. The vote of the Board with regard to membership shall be final. New Members shall be elected to Active membership at a General Membership Meeting designated by the Board of Directors.
3. **Training:** Arranges several mini-trainings on a variety of topics of interest to the membership. Recruits candidates for AJLl's Organizational Development Institute [ODI] and makes recommendations on relevant resources provided by AJLI [such as webinars] to further develop the membership's civic leadership skillset.
4. **Recruitment:** Develops and executes recruitment strategy for fall and spring New Member classes including, advertising campaigns and recruitment events.
5. **Mentorship:** Organizes application process and pairs members together for the purpose of learning new skills, strategies and capabilities. Plans activities or events for mentor pairs to facilitate their relationship.

**Section 4. Nominating Council**

1. **Nominating and Placement Committee**
   1. This committee is made up of three Actives nominated by their peers. The committee will work to slate open board positions with the League's best interest in mind. This committee is also responsible for placing Actives on committees with the members' interests and talents in mind.
   2. The committee shall consist of three (3) members; at least one member shall have been active for less than three (3) years and one member shall have been active three (3) or more years. The third member shall be from either group.
   3. No member of the Nominating and Placement Committee shall serve for two (2) consecutive years.
   4. The President and President-Elect may not be slated for the Nominating and Placement Committee.
   5. All active League members are required to serve on a League committee every year. The Nominating & Placement Committee must assure that all active members are assigned to a committee for the upcoming League year and notified of their assignment by the May General Membership meeting.
   6. A member failing to fulfill her minimum requirements will be interviewed and advised by the Nominating and Placement Committee. After that interview, if she remains delinquent, a warning shall be sent by the Nominating and Placement Committee. After a second warning, the member may appear before the next meeting of the Board of Directors. Upon recommendation of the Nominating and Placement Committee and a majority vote of the Board, the member may be resigned from the League.
   7. The Vice President of the Nominating Council shall serve on the Nominating and Placement Committee only in an advisory capacity. The Vice President of the Nominating Council may not serve on the Nominating and Placement Committee after for one year following her service as Nominating Council Vice President.

**Section 5. Community Council**

1. **Done in a Day:** Plans a variety of short-term volunteering events for our members to choose from each month.
2. **Community Impact/Project:** Collaborates with potential and existing community partners to develop projects and programming for the League to initiate, focusing on alleviating hunger. Responsible for new project research and development of RFP. Committee will revise request for project process to directly incorporate Capital Region community partners. Will access and interview community non-profits & partners to find potential collaborations. Even though a new project may or may not be adopted every year, the thorough research of the committee is valuable for future projects and may be incorporated in existing projects.
3. **Public Affairs:** Provides advocacy on behalf of the League on issues that affect children and their families, including but not limited to hunger. Represents the League within the New York Stated. Public Affairs Committee of Junior Leagues ("NYSPAC") and works to create position statements on issues to be approved by the membership.

**Section 6. Communications Council**

The Communications Council is made up of individual chairs who meet with one another and the Communications VP to coordinate League communications. The chair positions are as follows:

1. **Public Relations:** Responsible for writing and submitting press releases as well as developing League publications.
2. **Social Media:** Manages the League's internal and external-facing social media tools.
3. **Monthly Newsletter:** Responsible for weekly JLA communications, and engaging with members.
4. **Website Development:** Responsible for monitoring and updating the League's website.

**Section 7. Fund Development Council**

1. **Touch-a-Truck:** Development and execution of family-oriented fundraiser. Committee will collaborate with the Communications Council Committees to publicize the event.
2. **Cornhole Tournament:** Responsible for researching, proposing and executing potential fundraisers.

**Section 8. Finance Council**

1. **Little Black Dress Initiative:** Development and execution of Little Black Dress Fundraiser. Committee will collaborate with the Communications Council Committees to publicize the event.
2. **Rockwell Scholarship:** Reviews existing League scholarship and award programs and proposes new opportunities to recognize women and nonprofit organizations for their work in the community. This committee will collaborate with the Communications Council Committees to solicit applicants and will be responsible for selecting recipients.

**Section 9. Ad Hoc Committees**

Ad Hoc Committees shall be approved by the Board of Directors and managed by the Members assigned to the committee.

**Section 10. Community Advisory Board**

The purpose of the Community Advisory Board is to advise the League on current community issues which may be of interest to the membership. Members of the Community Advisory Board may be selected by the Board of Directors and appointed annually. They should represent the League's focus, mission and vision. The League representatives shall be Past President(s), President, President-Elect, Secretary and Community VP. Meetings will be held as needed.

**Rule IV. Financial Policies and Procedures**

**Section 1. Audit and Accounting**

The books and accounts of the League shall be kept in accordance with generally accepted accounting practices and reviewed annually and audited no more than every three years by an independent certified public accountant. The results of the audit will be presented by the Fund Development Council VP, Treasurer and/or CPA if available. This finding will be presented to the membership at the March general membership as determined by the Board of Directors.

1. **Monthly Accounting**

The Treasurer shall be responsible for following monthly accounting and bookkeeping procedures which are established by the Fund Development Council and CPA and adopted by the Board. The Treasurer shall prepare, based on the committees· reports, a reconciliation of accounts and a general ledger detailing all activity for the month.

1. **Separation of Duties and Internal Controls**
   1. **Bank Accounts.** The bank accounts of the League will be reconciled by an appointed bookkeeper. The Treasurer and the bookkeeper will not be the same person.
   2. **Checks for Deposit.** All checks received by the League for its fundraisers must be canceled with a stamp "for deposit only" and the appropriate account number. All checks for deposit shall be sent to the Treasurer or her designee, who will make the deposit within seven (7) days of receipt.
   3. **Storage of Financial Records.** All financial records shall remain in an official League storage facility and their location shall be known at all times by the President, Secretary, and Treasurer.
   4. **Checkbook.** The League checkbook shall be in the Treasurer's possession.
   5. **Cash Retention Policy.** No members shall retain cash received as part of a League event any longer than five days. A member who holds cash receipts as part of a League event shall contact the Treasurer as soon as possible after the event to arrange for transfer of the cash to the treasurer or deposit in the League's bank account. If a member deposits cash in the League's bank account, the member shall email the Treasurer to notify her of the deposit within 24 hours.
   6. **Invoicing.** Whenever an invoice or any other request for payment is sent to the League by mail, it shall be directed in the League name and to the League's Post Office Box.
   7. **Reimbursement.** All members seeking reimbursement for expenditures made on behalf of the League shall submit a check request form to the Treasurer within 30 days of the date of purchase. No member shall be reimbursed for any sales tax paid for a League expenditure.

**Section 2. Banking Practices**

The League shall maintain banking relationships with federally insured banking and saving institutions in any of the following types of accounts:

1. Checking
2. Savings
3. Money Market/Investment Accounts
4. Certificates of Deposit (see investment policy re: maturity)

**Section 3. Deposits**

1. **Interest-Bearing Accounts.** Amounts over $50,000 in checking shall be invested in interest bearing accounts.
2. **Bank Balance.** The League should not exceed $250,000 on deposit at any one institution at any time. Whenever the limit is exceeded, the Fund Development VP, Treasurer or any other person authorized by the Board of Directors shall redirect funds to other institutions as needed.
3. **Banking Relationships.** Priority in banking relationships shall be given to institutions that support the League through financial or goods donations to our projects. The League will attempt to maximize these relationships, up to $250,000, before placing funds on deposit elsewhere.

**Section 4. Credit Cards and Debit Card**

League may provide a credit or debit card with a $5,000 limit each to the President and any additional Board Member or designee deemed appropriate by the President for the years of her term. This card will be for the use of approved League expenses.

**Section 5. Loans**

1. **Purpose of Obtaining Loans.** The League will obtain loans or mortgages solely for the purpose of financing a headquarters building or to purchase equipment with a useful life of over three years. In general, the League will not enter into indebtedness to exceed 15 years maturity. The League will seek the most competitive interest rate, but must also consider deposit requirements, fees, business support provided and any operating restrictions imposed by the institution when selecting a lender.
2. **Procedure for Obtaining Loans.** The procedure for obtaining a loan shall be as follows:
   1. A loan request must be first approved by the Board.
   2. A list of prospective lenders must be approved by the Board. This list shall include, but is not limited to, all lending institutions that provide business support to the League.
   3. A loan request package must be prepared by the Fund Development VP and Treasurer with the assistance of the CPA and then presented to the lending institutions approved by the Board.
   4. All loan proposals shall be due at a specified time and proposals received after the deadline shall not be considered. All loan proposals shall be held confidentially by the League and the specifics of one institution's proposal may not be divulged to another institution. Two or more institutions may work together if they initiate this request.
   5. The final decision regarding a loan shall be made by the Board with a majority vote required for approval. Any member of the Board who has a conflict of interest shall not vote on this matter. A conflict of interest exists when a member is employed by the lending institution or when a member's spouse, parent, or sibling is employed by or serves on the Board of Directors of a lending institution under consideration, or whenever a conflict of interest or related party transaction exists under Rule VII of these Standing Rules or the League Bylaws.

**Section 6. Separate Banking Accounts: Signatures and Resolutions**

1. Signatories. Authorized signers will include no more than the President, President-Elect, Fund Development VP, and Treasurer.
2. Signatures Required on Checks. Any one signature is required on checks. Disbursements over $10,000 require two signatures.
3. Updating Authorized Signatories. The Treasurer is responsible for deleting old signatures and adding new signatures or signature cards at the bank.
4. Banking Relationship Files. A file will be maintained by the Treasurer on each banking relationship, which may contain a current fee schedule and current year monthly statements.

**Section 7. Budgeting Process**

1. The Board of Directors shall draft and approve an annual budget. The budget will be presented to the membership in accordance with the timing requirements established in the Bylaws and no later than the May meeting.
2. The budget shall be adopted by the Board of Directors by a majority affirmative vote.
3. An operating reserve may be held back as determined by the Board of Directors.

**Section 8. Unbudgeted Expenditures, Budget Adjustments**

1. Committee Chairs may authorize unbudgeted expenditures up to 10% of the committee's budget.
2. Unbudgeted committee expenditures of over 10% of the committee's total budget must be reviewed and approved by the Board of Directors.
3. Unbudgeted expenditures exceeding 10% of the League budget must be approved by the League membership. Exceptions will be approved by the Board of Directors and Membership as necessary.
4. The Board of Directors may revise the current League Year's budget, by a majority vote, no later than December 31 of that League Year.

**Section 9. Contracts and Leases**

1. All contracts and leases shall be signed by the President or member designated by the President. Any real property leases should be reviewed by the League legal counsel before being signed by the President. The President when necessary will have other contracts and leases reviewed by legal counsel.
2. Any original contracts or leases will be in safekeeping in the League official storage facility. A copy shall be maintained in the permanent files of the President.
3. Any project or agreement relating to a project shall be in writing [called letters of intent) and shall be reviewed annually by the Board of Directors and legal counsel.

**Section 10. Dues Procedures**

1. Dues notices shall be sent to Members of the League by March 1. Dues must be received by April 1. Members who have not paid dues by May 1 will be contacted to confirm their intent to resign.
2. League members may make Special arrangements concerning their dues confidentially by contacting the Treasurer. These arrangements will be put in writing and signed by the Member and the Treasurer.
3. Active members who take a Leave of Absence will be responsible for paying the portion of their dues that are owed to AJLI.
4. Whenever AJLI increases its dues, the League shall automatically increase its dues by the same amount.
5. The League may increase dues by a majority vote of the Board of Directors.

**Section 11. Committee Expenditures**

1. **Committee Expense Reimbursement**
   1. Each Committee Chair is responsible for keeping an account of her committee expenditures.
   2. Expenses are reimbursed to members upon completion of a check request form with a copies of receipts documenting the expenses incurred. The member requesting reimbursement shall submit the completed form to the Treasurer within 30 days of incurring the expense. The Treasurer shall approve or deny the reimbursement request within two weeks of receiving the request. Members may request reimbursement by check or electronically, if possible.

b. Committee budgets do not include refreshments for the committee. When a committee chooses to serve a meal or refreshments, the expenses will be borne individually by the members.

c. Any disputes regarding reimbursements will be reviewed by the Board of Directors. Gifts for Committee Chairs or Members. A committee may not expend League funds for gifts to committee chairs or committee members.

**Section 12. Mailings**

Committees should minimize physical, first-class mailings and use electronic mail whenever possible. With the exception of dues notices, all physical, first-class mailings should be sent using a bulk mail rate; the Board must approve the use of first-class mail for League-wide mailings.

**Section 13. Food and Beverage Policy**

Whenever a Committee purchases food or beverages for a function, the Committee should give first consideration to those food and beverage vendors that have supported the League as sponsors, donors, or vendors.

**Section 14. Conferences**

1. All members wishing to attend AJLl's annual conference or other related functions should speak to the Vice President of the Nominating Council or follow any process for nomination chosen by the Board of Directors. Each member will be considered independently and given the opportunity to attend an event of her preference if feasible.
2. Conference delegates must write a report and send it to the Board within one month of the conference. Conference delegates may be asked to make a formal presentation to the League membership summarizing their conference experiences.
3. **Reimbursement for Conference Expenditures.** The League shall reimburse conference or training attendees as follows:
   1. Mileage at prevailing IRS standards
   2. Meals: A total of $55 per day for all meals. League will not reimburse expenditures for alcoholic beverages except as part of a meal
   3. Taxis: For travel to meals, hotel, and the conference and training session, including a reasonable gratuity
   4. Reasonable Gratuities for Porters and Doormen
   5. Airport parking
4. **Transportation Expenses.**
   1. The League may either purchase airline or other travel tickets or reimburse members for the mileage used to attend a conference.
   2. Air travel must be approved by the President and will depend on the distance to the conference.
   3. When traveling by car, all delegates should attempt travel in the same car, with up to four delegates per car.
5. **Accommodations**
   1. Hotels and room rates are usually selected by the Junior League hosting a conference, but if a member must reserve a room in an independent hotel, she should consult the President and the Treasurer to select an appropriate price range for the city in which the conference is located.
   2. Members will share rooms, with two members per room. In the case of an odd number of delegates, one set of three members will share a room. If a member wishes to book a single room, she will bear this expense personally, and the League will not reimburse this expense.
   3. Any childcare expense shall be at the expense of the League member, and the League will not reimburse this expense.

**Section 15. Financial Reporting**

1. **VP of Fund Development**

At least monthly to the Board, the VP of Fund Development shall report the financial condition of all fundraising activities undertaken during the current League year.

1. **Treasurer**
   1. The Treasurer shall report on the state of the League's finances at least monthly to the Board including the balances of all League accounts.
   2. At least once each League Year to the membership at a General Membership Meeting, the Treasurer shall report to the Membership the financial condition of the League.
2. **Chairs of All Committees with Income or Expenditure Expectations**

The chairs of all committees for which there is a projected income or budgeted expense line on the League's budget for a given League year, including but not limited to fundraising committees, shall report the income and expenditures of their committees to the VP of Fund Development and the Treasurer at least monthly.

**Section 16. Insurance and Bonding**

1. The League shall maintain the following types of insurance:
   1. Directors and officers liability insurance.
   2. Bonding of all members and employees who handle League funds.
   3. Property and casualty coverage for any real property that the League may own, lease, or license the use of.
   4. The amounts and carriers of the above insurance are reviewed annually by the Board.
   5. The Treasurer and all individuals who handle League funds shall be bonded in the manner and amount determined by the Board. The Treasurer shall provide a list of individuals to be bonded annually to the Board and the League's current insurance carrier.

**Section 17. Investments**

1. The League shall invest all League funds upon the advice of an investment advisor to ensure the safety, diversity, liquidity and maximum yield of the League's investments. Attention shall be given to AJLI investment restrictions. The League may invest funds in any of the following:
   1. Treasury or U.S. Government Agency obligations
   2. FDIC-insured Money Market funds
   3. FDIC-insured Certificates of Deposit
   4. FDIC- or NCUA-insured bank accounts at mutual savings and commercial banks
   5. Equity securities or investment fund dividends
2. League funds should be prudently invested, weighing the risk of the market and need for liquidity and appreciation. A summary of the performance of all League investments shall be presented annually to the membership and quarterly to the Board.

**Section 18. Community Foundation Account Oversight**

The VP of the Finance Council and Treasurer shall oversee the League's account with the Community Foundation. The Community Council shall abide by Community Foundation guidelines if it awards grants drawn from the Community Foundation account.

**Section 19. Memorials Policy**

1. Upon the death of a member or member's immediate family, the League may make memorials or donations to the deceased's family or to any other charity organization recognized by the deceased in the following amounts:
   1. Death of a member, $25.00
   2. Death of a past President, $75.00
   3. Death of immediate family, $25.00
2. Any memorial donation received by the League should be deposited to the League's general fund unless otherwise designated.

**Section 20. Professional Services**

The League shall retain a certified public accountant, an insurance agent, and an attorney. Other professionals may be retained from time to time. The League shall not employ or retain any active member in any capacity. The President shall make all decisions regarding legal services. The League VP of Finance shall review the JLA's professional service providers every two years.

**Section 21. Record Retention**

1. Financial records are defined as a copy of the annual budget for a given year, all statements from all financial institutions with which the League has an account in a given year, and all invoices for all goods or services rendered to the League in a given year. All documents maintained electronically must be backed-up periodically.
2. The League shall maintain financial records as follows:
   1. Financial records for 5 years
   2. General Ledgers permanently
   3. Audits permanently
   4. Tax returns for 7 years
3. The Treasurer shall store these records physically or electronically as warranted.

**Section 22. Operating Reserve**

It is prudent for the League to maintain an operating reserve of 9-12 months' expenses to assure sufficient funds in the case of unforeseen events. The amount of this reserve should be determined annually by the Treasurer and VP of Finance and approved by the Board.

**Section 23. Solicitations and Donations**

1. A solicitation is defined as any request for money, goods, or services. Any voluntary donation shall be reported in the same manner as a solicitation.
2. No member may send a solicitation to any entity without first securing the approval of the Board of Directors, which shall review approve all solicitations.
3. The VP of Fund Development or her designee shall maintain a donor database that memorializes all donations made to the League, and a file of all solicitations sent by the League beginning in the 2014-2015 League Year. The VP of Fund Development may destroy solicitations older than five years.
4. The committee or member who drafts a solicitation must also draft, submit to the Board of Directors for approval, and thereafter sign and send an acknowledgement letter to all donors who responded to the solicitation within 30 days of receiving the response. The Board shall review and approve the acknowledgement letter, which must identify the item donated, its value, the date of the donation, and whether the donation was made to the League generally or to a specific project.

**Rule V.**

**Parliamentarian and Bylaws**

The President-Elect shall serve as League Parliamentarian and keeper of the Bylaws. The President-Elect shall receive any new or amended committee policies and review these for conformance with League bylaws and standing rules and present these policies to the Board for review. In years in which no President-Elect is serving, this role shall be assumed by the Secretary.

**Rule VI.**

**Use of Junior League Brand; Authority; Media**

**Section 1. Brand.** All uses of the Junior League name, logo, or brand shall be approved by any Board member. Any poster, flyer, letter, invitation, or any other document or communication that uses the League's name or logo must be approved by a Board member before it is published or distributed. No member may alter the Junior League logo in any way, including changing its shape or color.

**Section 2. Authority.** No member may obligate the League to enter into any agreement of any kind without the express written permission of the Board of Directors of the Junior League of Albany. No member may distribute any document that bears the name of any member of the Board of Directors without first securing approval from that person.

**Section 3. Media.** The President of the Junior League of Albany, or her designee, serves as the external voice of the League. Requests for interviews or any other media engagements or publicity must be approved well in advance of the event by the Board of Directors. No member is authorized to speak publicly on behalf of the Junior League of Albany without the express written consent of the Board of Directors.

**Rule VII.**

**Conflict of Interest Policy**

**Section 1.** The League adopts this Conflict of Interest Policy and Related Party Transaction Policy in accordance with the New York Nonprofit Revitalization Act of 2013.

**Section 2.** Every member of the League shall be sensitive to potential conflicts of interest, which may exist or arise as a result of loyalties to the League and to other interests, such as financial interests, professional interests, affiliations with other non-profits, and relationships with other individuals. Examples of conflicts of interest, although not an exhaustive list, include a member or any member of her family having an interest in or accepting gifts, travel, excessive entertainment, etc. from an organization seeking to have business dealings with the League.

**Section 3.** A member serving on the Board of Directors or as a Council VP shall disclose any potential conflict as soon as she becomes aware of such conflict, following procedures established by the Board of Directors for disclosing and handling potential or actual conflicts of interest.

**Section 4.** Disclosure involves stating whether or not there are any family or business relationships that may give rise to conflicts of interest for anyone who is a voting member of the Board of Directors or a Key Employee during the tax year.

**Section 5.** Any conflicted person shall not present at or participate in Board deliberations or voting on the matter giving rise to the conflict; and no conflicted person shall attempt to improperly influence the deliberations of voting on the matter giving rise to the conflict.

**Section 6. Procedure for Disclosing Conflict:**

1. At the time of election of any Board member, and annually thereafter, Directors must disclose certain potential conflicts of interest.
2. Disclosure of any potential conflicts must be identified prior to the start of any business in the League year and thereafter when any potential conflict is identified.
3. The disclosure must identify the persons or organizations involved in the conflict and the affiliation of the persons or organizations with the League.
4. The disclosure must state whether the conflict is business or family in nature.
5. The existence and resolution of the conflict shall be documented in League records, including minutes of any meetings at which the conflict was discussed or voted on.

**Rule VIII.**

**Related Party Transaction Policy**

**Section 1.** Related party transactions must be identified and disclosed. Related party transactions are generally prohibited unless the Board determines that the transaction is fair, reasonable and in the League's best interest. Directors, officers, and key employees who have an interest in a related party transaction are required to disclosure the relevant facts to the Board. Capitalized terms in this Rule VIII that are not otherwise defined shall have the meaning set forth in the New York State Not-for-Profit Corporation Law.

**Section 2. Definitions:**

1. **Related Party:** a related party means
   1. any Director, Officer, or Key Employee of the League;
   2. any individual who has a Family Relationship with any Director, Officer, or Key Employee of the League; or
   3. any entity in which any individual described in clauses [a][i] and [a][ii] herein has a 35% or greater ownership or beneficial interest or, in the case of a partnership or processional corporation, a direct or indirect ownership interest in excess of 5%.
2. **Related Party Transaction:** means any transaction, agreement, or any other arrangement in which a Related Party has a financial interest and in which the League is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the League.
3. **Family Relationship:** the relationship between a Director, Officer, or Key Employee and that person's spouse, ancestor, brother, sister, child, grandchild, or great-grandchild; and the relationship between the spouse of a Director, Officer, or Key Employee's brother, sister, child, grandchild, and great­ grandchild.
4. **Business Relationship:** includes any relationship in which
   1. one person is employed by another or by an organization in which the other is associated as a trustee, director, officer, key employee, or greater-than-35% owner; or
   2. one person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public]. directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of $10,000 in the aggregate during the organization's tax year.
5. Indirect transactions are transactions with an organization with which the one person is associated as a trustee, director, officer, trustee or greater-than-35% owner; or the two persons are each a director, officer, trustee, or greater than 10% owner in the same business or investment.

**Section 3. Procedure for Engaging in Related Party Transaction.** In order to approve a related party transaction involving a charitable corporation and a related party that has a substantial financial interest in such transaction, the Board must:

1. Consider alternative transactions prior to entering into the transaction, to the extent available;
2. Approve the transaction by not less than a majority vote of the Board present at the meeting; and
3. Contemporaneously document in writing the basis for the Board's approval, including its consideration of any alternative transactions.