AMENDED AND RESTATED BYLAWS

Of

NELLCO LAW LIBRARY CONSORTIUM, INC.

Adopted April 5, 2024

ARTICLE 1
General Provisions

Section 1.1 Name. The name of this corporation is NELLCO Law Library Consortium, Inc., and shall herein be referred to as "the corporation."

Section 1.2 Offices. The principal business office of the corporation shall be at Boston College Law Library, 885 Centre St., Newton, MA 02459. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on the following June 30 of each year.

Section 1.4 No Voting Members. The corporation shall have no voting members. All powers of the corporation shall be held by the corporation's board of directors (the "Board of Directors"). Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the Board of Directors. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 2
Statement of Purposes

The corporation is organized exclusively for charitable, educational, scientific, literary and religious purposes including, without limitation, to carry out cooperative library activities for the purpose of benefiting member law libraries and library users. The corporation may, as permitted by law, engage in any activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3
Antidiscrimination

Participation in any activity of the corporation shall not be denied or abridged to any individual on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or gender identity.
ARTICLE 4
Membership

Section 4.1 Categories of Membership.

Full Membership: academic, state, court, and county law libraries in the United States that have been invited by the Board of Directors to become full members and participate in the governance of the corporation (each a “Full Member”).

Affiliate Membership: academic, state, court, and county law libraries in the United States.

International Affiliate Membership: academic and court law libraries outside the United States.

Individual Membership: Library personnel currently employed by academic, state, court, or county law libraries, in the United States or Canada, which are not members.

Section 4.2 Full Membership. The Board of Directors may add or remove Full Members by a vote of three-fourths of the entire Board of Directors at any meeting of the Board of Directors. Notwithstanding the notice provisions of Sections 6.1 and 6.2 below, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.3 Rights of Members. Full Members shall have the right to appoint a representative to serve on the Board of Directors of the corporation. All other members have the right to participate in interest groups and to serve on committees that are open to members outside of the Board of Directors. No member shall have any voting rights with respect to the affairs of the corporation. For the avoidance of doubt, the Full Members shall not be construed as members of the corporation pursuant to Title XXII, Chapter 180, Section 3 of the Annotated Laws of the State of Massachusetts and Full Members shall not have voting rights with respect to the affairs of the corporation, as outlined in Section 1.4 of these bylaws.

Section 4.5 Dues. Dues are set by the Board of Directors. Membership is effective upon payment of dues. Dues are not refundable.

ARTICLE 5
Board of Directors

Section 5.1 Authority. The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation as permitted by law.

Section 5.2 Composition. The Board of Directors is composed ex officio of the law library director or chief executive of each Full Member (or such other highest ranking official of the Full Member to the extent there is no position of law library director or chief executive officer). To ensure continuity of Board leadership, only the library director/chief executive of a Full Member (or such other highest ranking official of the Full Member to the extent there is no current law library director or chief executive officer) may represent the interests of a Full Member.
**Section 5.3 Terms of Office.** Directors' terms of office are concurrent with their service as the chief executive/director of the law library of their Full Member institutions.

**Section 5.4 Compensation.** Directors as such shall not receive any salaries for their services on the Board of Directors, but Directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

**Section 5.5 Resignation.** Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at a later date.

**Section 5.6 Removal.** Any Director may be removed, with or without assignment of cause, by a vote of two-thirds of the Entire Board of Directors at any meeting of the Board of Directors. No member of the Board of Directors shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provisions of Sections 6.1 and 6.2 below, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought. For purposes of these Bylaws, “Entire Board of Directors” shall mean the total number of directors entitled to vote which the corporation would have if there were no vacancies.

**Section 5.7 Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Full Member originally appointing such director. The term of an interim director appointed to fill a vacancy shall end when a new law library director/chief executive is appointed at such Full Member institution.

**ARTICLE 6**

**Meetings**

**Section 6.1 Annual Meetings.** The Board of Directors shall hold an annual meeting each year and may select the time and place for such meetings. Notice of annual meetings, including the time and place, will be delivered to Directors in writing at least ten (10) days in advance of such meeting.

**Section 6.2 Special Meetings.** Other meetings of the Board of Directors may be called by the President or by a simple majority of the Directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all Directors at least three (3) days in advance of such meeting.

**Section 6.3 Meetings by Remote Communication.** One or more Directors may attend any annual, regular, special, or committee meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all Directors have the opportunity to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meetings.
Section 6.4 Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.5 Voting. At any meeting of the Board of Directors at which a quorum is present, a simple majority of those Directors present shall decide any matter, unless a different vote is specified by law, the corporation’s Articles of Organization, or these Bylaws.

Section 6.6 Action Without a Meeting. Any action required or permitted to be taken at any meeting of Board may be taken without a meeting if all the members of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6.7 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

ARTICLE 7

Officers

Section 7.1 Officers. The officers of the corporation shall be a President, Vice President, and Treasurer, who shall be elected from among the Board of Directors, and Clerk, who may, but not need be, a member of the Board of Directors, and such other officers as may be elected or appointed following the provisions of this Article. If the Clerk is not a member of the Board of Directors, the Clerk shall be appointed by the Board of Directors rather than elected.

Section 7.1 Nominations Committee. The Nominations Committee shall consist of four members: the Vice President serving as chair and the Executive Director (each ex officio) and two members of the Board of Directors who are appointed by the President with the consent of the Board. Non ex officio members of the committee shall serve two-year terms.

Section 7.2 Nominations Procedures. The Nominations Committee shall identify a slate of qualified candidates to serve as officers of the corporation and present the candidates to the Board of Directors. The slate of nominations shall be submitted to the Board of Directors at least seven (7) days prior to the election.

Section 7.3 Elections. Officer candidates receiving the majority of votes shall be declared elected to the office, except that in the event there are more than two candidates on the ballot for a single office, the candidate receiving the largest plurality of legally cast votes shall be declared elected to office. In the case of a tie vote, the winner shall be determined by lot conducted by the tabulators.

Section 7.4 Terms of Office. The term of service of elected or appointed officers shall be two years and shall begin immediately following the Spring meeting at which officers are elected.
**Section 7.5 President.** The President is responsible for the management of all functions of the corporation. They supervise the Executive Director. The President shall attend all meetings, and call and preside at all meetings of the Executive Committee and the Board of Directors. The President, or other proper officer or agent of the corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall serve *ex officio* on the Executive Committee as Immediate Past President for two years after the conclusion of their term as President.

**Section 7.6 Vice President.** The Vice President shall have such powers and perform such duties as shall be designated by the Board of Directors. The Vice President shall attend all meetings. The Vice President shall chair the Nominations Committee. In the absence or event of disability of the President, the Vice President shall assume all powers and perform all the duties of the President until such time as the Board of Directors shall otherwise direct. The Vice President shall become the President after two years in office.

**Section 7.7 Treasurer.** The Treasurer supervises the Executive Director with regard to all financial decisions, budgeting, and tax preparation. The Treasurer, or other proper officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board of Directors. The Treasurer reports to the Board of Directors on all financial matters.

**Section 7.8 Immediate Past President.** The immediate past President advises the Executive Committee and remains an active participant as needed. The immediate past President shall serve as an *ex officio* member of the Executive Committee for two years after the conclusion of their term as President.

**Section 7.9 Clerk.** The Clerk shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given per the provisions of these bylaws; be the custodian of the corporate records; and, in general, perform all such duties as may from time to time be assigned by the Board of Directors. The Clerk serves as an *ex officio* member of the Executive Committee.

**Section 7.10 Executive Director.** As chief executive of the corporation, the Executive Director is responsible for the day-to-day business of the organization and serves as an *ex officio* member of the Executive Committee. The Executive Director is appointed by the Board of Directors.
Section 7.11 Power to Fill Vacancies. The Board of Directors shall have the power to fill any vacancy in elected offices. Persons so elected to fill a vacancy will serve the remainder of the unexpired term.

Section 7.12 Removal. Any officer may be removed, with or without assignment of cause, upon approval by two-thirds vote of the entire Board of Directors at any meeting of the Board of Directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought.

ARTICLE 8
Executive Committee

Section 8.1 Composition of the Executive Committee. The Executive Committee shall be composed of the President, Vice President, and Treasurer, and The Immediate Past President. The Clerk, and Executive Director shall serve as ex officio non-voting observers of the Executive Committee. The Executive Committee shall perform such duties and carry out such responsibilities as may be referred to it by the Board of Directors, to the extent permitted by law. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any director from any responsibility imposed by law. The Executive Committee shall not have the power to do any of the following:

A. change the principal office of the corporation;
B. amend these bylaws;
C. to elect officers required or directors and to fill vacancies in any such offices;
D. to change the number of the board of directors and to fill vacancies in the board of directors;
E. to remove officers or directors from office; and
F. to authorize a merger of the corporation.

Section 8.2 Meetings. The Executive Committee shall meet monthly and shall also meet upon call of the President or by a simple majority of the officers then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all officers at least three (3) days in advance of such meeting.

Section 8.3 Quorum. A simple majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 8.4 Method of Conducting Business. The Executive Committee may conduct business and vote either in person or by remote communication in accordance with the procedures in Section 6.3 of these bylaws.
ARTICLE 9
Committees

Section 9.1 Creation of Committees. The Board of Directors may create any additional committees as it determines to be in the best interests of the corporation. The formation of any type of committee requires approval by a simple majority vote of the Board of Directors.

Section 9.2 Types of Committees. Committees may be one of three types: standing committees, working groups, or task forces. Standing committees perform a continuing function and remain in existence until abolished. Working groups are ad hoc groups created to accomplish a specific task or deliverable and are intended to operate for a defined period. Task forces are ad hoc groups created for more strategic purposes, such as evaluating and recommending a course of action or solving a specific issue, and are intended to operate for a defined period.

Section 9.3 Purpose and Term of Committees. When the Board of Directors creates a committee, they shall designate its purpose and term.

Section 9.4 Composition and Charge of Committees. When approving the formation of standing committees, the Board of Directors must simultaneously approve the composition and charge of such committees. The Board of Directors is not required to approve the charge and composition of working groups or task forces.

Section 9.5 Limitation of Powers. The Board of Directors may not the activities set forth in Section 8.1(A)-(F) to any committee or any other powers which by law may not be delegated.

Section 9.6 Committee Reports. Each committee shall submit to the Board of Directors, at such meetings as the Board of Directors may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors.

Section 9.7 Termination of Committees. Any committee may be terminated at any time by a simple majority vote of the Board of Directors.

ARTICLE 10
Corporate Transactions

Section 10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 10.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the President or Treasurer, or such other officer or agent of the corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the President or Treasurer of the corporation.
Section 10.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the Board of Directors shall select.

Section 10.4 Contributions. The Board of Directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 11
Books and Records

The corporation shall keep at the principal or other office of the corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the Directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 12
Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 13
Dissolution

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the Board of Directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.
ARTICLE 14
Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 15
Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 16
Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

This provision shall not eliminate or limit the liability of an officer or director (a) for any breach of the officer's or director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the officer or director derived an improper personal benefit.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 17
Amendments to Bylaws

These bylaws may be amended or repealed by a vote of two-thirds of the Entire Board of Directors.