

# **USBBY BYLAWS**

Amended November 2008

## Article I. Name

The name of this organization is the U.S. Board on Books for Young People (USBBY), which is the U.S. Section of the International Board on Books for Young People.

## Article II. Purpose

- A. The International Board on Books for Young People (IBBY) was founded to promote international understanding and good will through books for children and young people. The U.S. Board on Books for Young People (USBBY) shall serve as the U.S. national section of IBBY, executing the responsibilities and rights of national membership in that organization.
- B. The purpose of USBBY is to explore and promote reading materials of literary merit for young people that have been created throughout the world; to cooperate with IBBY and with organizations whose objectives are similar to USBBY; to facilitate the exchange of information about books of international interest for children and young people; and to promote reading of these books by children and young people in the United States.
- C. The U.S. Board on Books for Young People is chartered as a nonprofit corporation in the state of New York for the purpose of raising funds to carry out the objectives outlined in the Bylaws.

## Article III. Members

- A. Any person, institution, organization, or corporation interested in international cooperation in promoting and developing excellence in books for children and young people is eligible for membership.

There shall be the following classes of members, with prerequisites as stated:

- 1. Individual members: Any individual interested in the objectives of the organization. Individual members shall receive the publications of USBBY specified by the Board of Directors. Individual members may vote and hold office.

2. Institutional Members: Any institution, organization, professional membership organization, trade organization, corporation or business interested in the objectives of USBBY. Institutional members shall receive the publications of USBBY specified by the Board of Directors. Additionally, organizations and publishers who join at the higher levels (Sponsor, Patron) will receive an individual subscription to the journal Bookbird and a link from the USBBY website to their website.
  3. Professional membership organizations may be invited to join as Patron members. Such Patron members shall be entitled to appoint up to two members to the Board of Directors to represent their membership.
  4. Honorary members: Upon nomination by the Board of Directors the organization may confer on any person the title of honorary member for life. Honorary members shall receive gratis all the benefits of individual members.
- B. The fiscal year of the organization shall end December 31. The fiscal year shall govern all business and activities of the organization except as otherwise provided in the Bylaws.
- C. Dues for all members and membership categories shall be set by the Board of Directors.
- D. Membership dues are for a 12-month period, renewable in advance of the member's expiration date, which shall be calculated from the date the member last renewed/enrolled in USBBY.

#### Article IV. Officers and Directors

- A. The elected officers are a President, a President-Elect who shall serve as Vice-President, a Treasurer, and a Recording Secretary. These shall be elected by ballot. The immediate Past-President shall serve as a member of the Board of Directors. No officer shall be eligible for a reelection to a consecutive term. The ballot may be dispensed with by a unanimous vote of the members present when there is but one candidate for a particular office. A President-elect shall be elected annually; the Treasurer and Recording Secretary shall be elected every three years.
- B. In addition to the elected officers, Directors shall be selected for two-year terms in the following manner: up to two directors selected by each professional and trade organization that joins as Patron member, and four directors at large elected by the active members of USBBY. Terms of service will be on a staggered basis. At no time shall the total number of Board members, including officers, exceed 20 (twenty).
- C. The Board of Directors may suspend a Board member for cause by a two-thirds vote and may reinstate a member by a like vote. For example, two consecutive unexcused absences from Board meetings shall constitute cause.

- D. Candidates for the elected offices, i.e., officers and at-large members of the Board, shall be chosen by a Nominating Committee of three persons, consisting of the past past president of USBBY as chair, if possible, and two persons not currently members of the Board of Directors appointed for one year by the President with the approval of the Board of Directors. If the past past president cannot serve, the President shall appoint a chair with the approval of the Board of Directors. No member of the Nominating Committee shall be a candidate.

Candidates may also be nominated by a petition signed by at least ten members of the organization, and it is the responsibility of the Board of Directors to advise the membership each year of the date by which petitions must be submitted.

- E. The President, President-Elect, immediate Past-President, Treasurer, Recording Secretary and the Directors shall constitute the Board of Directors. The Board of Directors has the power to act for the organization in all matters not reserved in these Bylaws. The officers and the immediate Past-President shall constitute the Executive Committee. The Treasurer may act on behalf of the account/s established in the treasurer's town/area, and authorize the transfer of account/s from the previous treasurer to the new treasurer when needed. The Executive Secretary shall serve as an ex officio member without vote of the Executive Committee and the Board of Directors.
- F. The Board of Directors shall select an Executive Secretary who may serve the organization on a volunteer or salaried basis, who shall be recognized as the Administrative officer of the organization, and shall be designated as corporate officer of the organization serving at the pleasure of the Board of Directors, and who shall serve on the Board of Directors ex officio. The Executive Secretary shall maintain the membership records and other records of the organization including minutes of meetings, manage correspondence and mailings including communication with IBBY, compile the annual report of the organization, and prepare business items of the Board of Directors and committees. The Executive Secretary shall report quarterly or as needed to the Board of Directors. The Board of Directors shall review annually the activities, performance, and appointment of the Executive Secretary.
- G. Vacancies in offices, except those of President and President-Elect, may be filled by the Board of Directors for the unexpired term. If the Presidency becomes vacant, the President-Elect shall act as President for the unexpired term. If the office of President-Elect becomes vacant, the current Nominating Committee shall submit a name or names to the Executive Committee, and then a special election shall be held as soon as possible. In case of simultaneous vacancy in the offices of President and President-Elect, the Board of Directors shall appoint one of its members to act as President until an election can be held.

#### Article V. Meetings

- A. The membership of the organization shall meet annually at such time and place as the Board of Directors may determine. The membership shall be notified by mail at least thirty days in advance of the annual meeting and at least thirty days in advance of any special membership meeting deemed necessary by the Board of Directors. A quorum for the transaction of business at such meetings shall consist of thirty-five members having the right to vote.

- B. The Board of Directors shall meet at least semi-annually. One meeting shall be in conjunction with the annual membership meeting, and others at such times and places as deemed feasible and necessary. Business transacted by the Board of Directors shall be communicated to the membership regularly in writing. One half plus one of the voting members of the Board of Directors shall constitute a quorum.

#### Article VI. Committees

- A. Standing Committees shall include Membership, Nominating, Organization and Bylaws, and such others as the Board of Directors shall deem necessary. With the exception of the Nominating Committee which is governed by Article IV, Section D above, each standing committee shall have at least three members, one of which shall be a Board member. Appointments to standing committees shall be made by the President-elect, in consultation with the Executive Committee. The President may fill committee vacancies during the year.
  - 1. Standing committee members shall be appointed for a term of two years, with no more than half of the total number being appointed in any given year. Committee members may serve for a maximum of two consecutive terms.
  - 2. New standing committee members shall be appointed within sixty days after the annual meeting and appointments shall take effect sixty days after the annual meeting.
- B. Committees for recurring or ongoing activities and projects shall be appointed by the President, in consultation with the Executive Committee. The President and the Executive Committee shall determine the size of the committee, time of appointment and length of term based on the nature of the activity or project. Committee members may serve no more than two consecutive terms.
- C. Ad hoc committees shall be appointed by the President, in consultation with the Executive Committee, as needed for special purposes and projects. The number of committee members should meet the need of the activity and shall be determined by the President, in conjunction with the Board of Directors. The term of appointment shall be for the duration of the activity.
- D. Vacancies in committees may be filled by the President for the unexpired term.
- E. The membership may petition the Board of Directors to establish a committee for a specific function or activity. A minimum of twenty signatures shall be required for Board consideration. Such committees shall be established and constituted in accordance with the bylaws.

#### Article VII. Parliamentary Authority

Sturgis' Code of Parliamentary Procedures, shall govern the organization in all cases to which it can be applied and in which it is not inconsistent with these Bylaws, the Articles of Incorporation, or special rules of order of the organization.

#### Article VIII. Amendments

Amendments to these Bylaws may be proposed by the Organization and Bylaws Committee, the Board of Directors, or by a petition signed by twenty-five members.

A proposed amendment or new Bylaw shall become effective when it shall have been approved by the Board of Directors followed by the members of the organization either by a vote by mail of two-thirds of the members voting, or by a two-thirds vote of the members present and voting at a membership meeting of the organization provided that a quorum is present and voting.

The Board of Directors, on approving a proposed amendment or new Bylaw, shall specify whether a vote for ratification shall be taken at a called membership meeting of the organization or by mail, and if the mail vote is ordered, the Board shall fix the time for the beginning and closing of the balloting. If a vote at a membership meeting is ordered, at least one month's written notice and the text of the proposal shall be mailed to each member. Publication in the organization's newsletter fulfills the requirement that the text be mailed to each member.

#### Article IX. Dissolution

In the event the corporation dissolves, after its obligations have been satisfied, its remaining assets will be given to the International Board on Books for Young People, or some other not-for-profit corporation with similar objectives, as determined by the Board of Directors.

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