



**Hardcover
Binders
International**
Library Binding Institute

BYLAWS
OF
LIBRARY BINDING INSTITUTE, INC.,
DOING BUSINESS AS
HARDCOVER BINDERS INTERNATIONAL

October 23, 2009

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**BYLAWS OF
LIBRARY BINDING INSTITUTE, INC., DOING BUSINESS AS
HARDCOVER BINDERS INTERNATIONAL**

As Adopted on (October 23, 2009)

(hereinafter called the "Corporation", "HBI" or "LBI) as follows:

This instrument constitutes the Bylaws of Library Binding Institute, Inc. (LBI), doing business as Hardcover Binders International (HBI), adopted by the membership for the purpose of regulating and managing the internal affairs of the Corporation.

**ARTICLE I
PURPOSE**

The purpose of Hardcover Binders International (HBI) and the Library Binding Institute (LBI) is to advocate the highest standards in quality, longevity, and durability of hardcover bound books. In addition, LBI's purpose is to champion the ANSI/NISO/LBI Standard for Library Binding, maintain and encourage support for Certified Members and to promote their benefits to libraries.

**ARTICLE II
MEMBERS**

2.1 *Divisions of Membership*

The membership of the Corporation shall consist of the following Divisions:

1. Certified Library Binders
2. Hardcover Binders

2.2 *Certified Library Binders Division*

The Certified Library Binders Division shall consist of the following classes of members: Certified Library Binder, Certified Institutional Binder, Certified International Binder, Associate, Institutional, Life and Honorary. The Certified Library Binders Division shall be otherwise known as the "Library Binding Institute." Only members of the Certified Library Binders Division may refer to themselves as members of the Library Binding Institute.

"Library Binding" shall be defined as: The binding, rebinding and prebinding of books, periodicals and other printed material for long-term use in libraries such as public, private, school or government and various kinds of related work according to the specifications of the current ANSI/NISO/LBI Standard for Library Binding. It includes the binding or rebinding of books in hard covers and the hard cover binding of series of separate periodical issues, newspapers, pamphlets, documents, etc., rebinding of school textbooks, rebinding of law books, repairing of books for private customers, the restoration and preservation of books and documents and similar work. It does not include edition book binding or any binding that does not comply with the ANSI/NISO/LBI Standard for Library Binding.

The qualifications for membership shall be as follows:

2.2.1 Certified Library Binder Member

A Certified Library Binder shall be any North American commercial library binder certified under the Certification and Examination Procedures of the Library Binding Institute, Inc.

A commercial library binder shall be any individual proprietor, partnership, firm or Corporation engaged in the business of library binding. Each separate company shall be eligible for membership.

2.2.2 Certified Institutional Binder Member

A Certified Institutional Binder Member shall be certified under the Certification and Examination Procedures of the Library Binding Institute, Inc.

An Institutional Binder shall be an Institution with a bindery capable of doing work according to the current ANSI/NISO/LBI Standard for Library Binding and does a substantial part of the Institution's binding requirements for their own use, as distinguished from those Institutions which use outside commercial library binders.

2.2.3 Certified International Binder Member

A Certified International Binder Member shall be a commercial Library Binder located outside North America and certified under the Certification and Examination Procedures of the Library Binding Institute Inc.

A commercial library binder shall be any individual proprietor, partnership, firm or Corporation engaged in the business of library binding. Each separate company shall be eligible for membership.

2.2.4 Associate Member

An Associate Member (Supplier) shall be any company which supplies a product or service related to the production of hard and/or soft cover bound books. A member in this category is automatically a member in both the Hardcover Binders Division and Certified Library Binders Division. The Associate Member shall have one vote.

2.2.5 Institutional Member

An Institutional member shall be any non-commercial library binder, non-commercial prebinder, person, organization or institution whose interests, activities, or occupation are related to library binding.

2.2.6 Life and Honorary Member

Life and Honorary Membership with all rights, prerogatives and powers of their appropriate membership class, may be conferred upon members of the Institute or others at such time and under such terms as the Board of Directors shall determine.

2.3. Hardcover Binders Division

The Hardcover Binders Division shall consist of the following classes of members: Active Member, Active International Member, Associate Member, and Nonprofit.

The qualifications for membership shall be as follows:

2.3.1. Active Member

An Active Member shall be any North American individual, company or organization whose interest lies in the hard cover and/or soft cover binding of books. This includes those engaged in various types of book manufacturing including edition binding, trade binding, photo books, yearbooks, print on demand, and ultra short runs. This also includes publishers.

2.3.2. Active International Member

An Active International Member shall be any individual, company or organization located outside Continental North America whose interest lies in the hard cover and/or soft cover binding of books. This includes those engaged in various types of book manufacturing including edition binding, trade binding, photo books, yearbooks, print on demand, and ultra short runs. This also includes publishers.

2.3.3. Associate Member

An Associate Member (Supplier) shall be any company which supplies a product or service related to the production of hard and/or soft cover bound books. A member in this category is automatically a member in both the Hardcover Binders Division and Certified Library Binders Division. The Associate Member shall have one vote.

2.3.4. Nonprofit Member

A Nonprofit Member shall be any 501(c)(6) or 501(c)(3) organization whose mission is related to the hard and/or soft cover binding of books.

2.4 Voting Rights of Members

Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the board, assuming a quorum is present. Each member, regardless of class, is entitled to one vote. Voting on questions pertaining to the ANSI/NISO/LBI Standard for Library Binding and the Certification and Examination Procedures of the Library Binding Institute, Inc. are restricted to Certified Library Binder Members, Certified International Binder Members and Certified Institutional Binder Members of the Certified Library Binders Division.

2.5 Application for Membership

All applicants for membership shall file an application for membership with the Executive Director on a form approved by the Board of Directors. The application shall be processed by the Executive Director according to procedures established by the Board of Directors.

2.6 Admission of Members

Upon being notified by the Executive Director that he/she is eligible for membership, the applicant shall forthwith be admitted to membership upon payment of the appropriate dues, or other charges therefore accrued and unpaid.

2.7 Resignation

Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the members so resigning of the obligation to pay any dues, or other charges therefore accrued and unpaid.

2.8 Termination of Membership

Membership shall terminate at the end of the term of membership. A member shall not be expelled or suspended, and a membership may not be terminated or suspended, for nonpayment of dues or fees, unless the member is given:

(1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and

(2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

2.9 Notice

Any notice, communication or other document to be given by the Corporation to a member of the Corporation under any of the provisions of the articles or bylaws or the Act, may be given by any authorized means.

Where notice is to be given, notice is deemed to be valid if given by any of the following means including but not limited to, regular mail, courier, fax, email, telephone, voice mail and verbally to each member at his or her last known address.

2.10 Regular Meetings of Members

The President, with the advice of the Board of Directors, shall hold Business Meetings and such other convocations of the Voting Members as the President or Board of Directors deem necessary. The following provisions shall govern regular meetings of voting members:

2.10.1 Annual Meeting

Regular meetings of voting members shall be held annually, on such day as the Board of Directors shall determine.

2.10.2 Notice of Meetings

Not less than ten days before the date fixed for a meeting of Members, written notice stating the date, time, place, and, in the case of a special meeting, purposes of the meeting shall be given by or at the direction of the President.

2.10.3 Demand for Meeting and Notice Thereof

If a regular meeting of voting members has not been held during the preceding fifteen (15) months, at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the president or the treasurer of the Corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Corporation.

2.10.4 Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of (30%) of the members eligible to vote in person or by absentee ballot. A quorum for the transaction of business on questions pertaining to the ANSI/NISO/LBI Standard for Library Binding and the Certification and Examination Procedures of the Library Binding Institute, Inc. shall consist of (40%) of the Certified Library Binder Members, Certified International Binder Members and Certified Institutional Binder Members of the Certified Library Binders Division eligible to vote in person or by absentee ballot. If a quorum of Voting Members is not present in either case, actions requiring a vote of the Voting Membership may be deferred to a written or electronic ballot.

2.10.5 Action by Members

Except where a larger portion or number is required by law or by these Bylaws, every question shall be decided by the majority of the votes duly cast on the question.

2.10.6 Proxy Voting for Members

Voting by proxy shall not be permitted.

2.10.7 Absentee Ballots

Voting by absentee ballots shall be permitted. Absentee ballots shall be

- i) on a form obtained from the Corporation
- ii) must be signed by a member eligible to vote
- iii) are to specify the resolution(s) and are valid only for the stated resolution(s)

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers and Duties

The Board of Directors shall:

- i) manage or supervise the transaction of the business and affairs of the Corporation
- ii) consider and establish the policies and activities of the Corporation for the purposes set forth in these Bylaws

3.2 Composition

The Board of Directors shall consist of the President, Vice President, Treasurer and six additional Directors who shall be elected by the members. The Executive Director shall serve as an ex-officio member of the board. The Board of Directors may include one Active Member of the Hardcover Binders Division and one Associate Member; the remainder of the Board of Directors shall consist of Certified Members of the Certified Library Binders Division. No more than one representative from one company may serve on the Board of Directors at the same time.

3.3 Qualifications

Directors shall be a member in good standing of the Corporation who have demonstrated involvement or interest in the purpose of the Corporation. They must have consented to serve if elected.

3.4 Election & Term

Directors shall be elected at the annual meeting of the Corporation.

The term of office of the six Directors shall be for (3) years, staggered terms or until their respective successors are elected. A Director is eligible for reelection for one additional three-year term.

3.5 Resignation of a Director

A director may resign at any time by giving written notice to the Executive Director of the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

3.6 Removal of a Director

A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

3.7 Vacancy

In the event of a director's inability to perform the duties of office for whatever reason, or in the event a director is no longer associated with or active in the company with which he/she was associated at the time of nomination to the Board, the position shall be considered vacated.

Any vacancy among the Directors shall be filled by selection of a qualified individual by majority vote of the remaining members of the Board of Directors to serve the balance of the unexpired term.

3.8 Notice

Any notice, communication or other document to be given by the Corporation to any director of the Corporation under any of the provisions of the articles or bylaws or the Act, may be given by any authorized means.

Where notice is to be given, notice is deemed to be valid if given by any of the following means including but not limited to, regular mail, courier, fax, email, telephone, voice mail and verbally to each member of the board of directors at his or her last known address.

3.9 Meetings

The following provisions shall govern meetings of the Board of Directors:

3.9.1 Regular Meetings of Board

The Board of Directors may hold meetings as often and at such times and places as necessary or desirable including electronic meetings.

3.9.2 Notice of Meetings

Not less than ten days before the date fixed for a regular meeting of The Board of Directors, written notice stating the date, time, place shall be given by or at the direction of the President or the Directors calling the meeting. No notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting

3.9.3 Special Meetings of Board and Notice Thereof

Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

3.9.4 Waiver of Notice

Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Executive Director, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

3.9.5 Place of Meetings

The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the Corporation.

3.9.6 Phone Meetings: Any meeting of the Board of Directors may be conducted by conference telephone or any other appropriate technology provided that all members can hear the proceedings simultaneously. Such telephonic meetings are subject to the same notices, quorum, and majority vote requirements.

3.9.7 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice-President, or, in the absence of these persons, by a Chairperson chosen by a majority of the voting Board members in attendance.

3.9.8 Quorum

At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.9.9 Action of Board

Except where a larger portion or number is required by law or by these Bylaws, every question shall be decided by the majority of the directors' votes duly cast on the question.

3.9.10 Less Than Unanimous Written Action

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

3.9.11 Proxy Voting for Directors

Voting by proxy shall not be permitted.

3.10 Compensation of Directors

Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the Corporation.

3.11 Committees

The Board of Directors may establish one or more committees. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed or until the committee is abolished. Meetings of a committee may be called, from time to time, upon request of the President, the Chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

3.11.1 Nominating Committee

The Nominating Committee shall be appointed by the President. The Nominating Committee shall select a slate of candidates for the elected officers and directors. Suggestions for candidates may be submitted by members prior to or at the annual meeting of members. The Nominating Committee shall nominate one candidate for each elective office or director position. Additional nominations may be made from the floor."

ARTICLE IV OFFICERS

4.1 Designation of Officers

The officers of the Corporation shall be a President, a Vice President, a Treasurer, an Executive Director who serves as Corporate Secretary, and such other officers as the board of directors may appoint.

4.2 Qualifications

The president, vice president and treasurer shall be a member in good standing of the Corporation, who has demonstrated involvement or interest in the purpose of the Corporation. They must have consented to serve if elected. The Executive Director shall be an employee of the Corporation.

4.3 Duties

The duties of the officers of this Corporation shall be:

4.3.1. President:

The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the Corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors. The President shall vote only in the event of a tie.

4.3.2 Vice-President:

The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

4.3.3. Treasurer:

The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

4.3.4. Executive Director:

The Executive Director shall be the chief executive officer of the Corporation and shall

- i) be responsible for the day to day operations of the Corporation
- ii) maintain the Records and minutes of the Corporation
- iii) perform such other duties as may be determined from time to time by the Board of Directors.

The Executive Director of the Corporation will serve as an ex-officio nonvoting member of the Board of Directors.

4.4 Election & Term

Officers shall be elected at the annual meeting of the Corporation.

The term of office for Officers shall be for (2) years or until their respective successors are elected. No elected Officer who is a member of the Board of Directors may be reelected to the same office for a successive term.

4.5 Officers as Members of Board

The President, Vice-President and Treasurer shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

4.6 Removal of Officers

Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

4.7 Vacancy

If the office of President becomes vacant, the Vice-President shall succeed to that office, completing the term involved and then serving a full term or until the next election at the annual meeting of the Corporation.

If the office of Vice-President becomes vacant, the Board of Directors shall designate one of its members to act in that capacity in the interim until the next election at the annual meeting of the Corporation.

If the office of President and Vice-President becomes vacant when there is no elected Vice-President, the Board of Directors shall designate one of its members to serve in that capacity until both a President and a Vice-President can be nominated and elected.

4.8 Salaries

The salaries of all officers of the Corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

4.9 Proxy Voting for Officers

Voting by proxy shall not be permitted.

**ARTICLE V
STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS
AND ORGANIZATIONS**

5.1 Standard of Care

It is the responsibility of each director of this Corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

5.2 Conflict of Interest

A contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and an organization in or of which one or more of this Corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved or ratified; or
- b) The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- a) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the Corporation, even though the first director is also receiving compensation from the Corporation; and
- b) A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

**ARTICLE VI
FINANCE**

6.1 *Receipt of Funds*

Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

6.2 *Deposit of Funds*

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

6.3 *Approval of Checks and Other Contracts*

All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

6.4 *Annual Budget*

The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

6.5 *Title to Property*

Title to all property shall be held in the name of the Corporation.

6.6 *Treasurer's Report*

A summary report of the financial operation of the Corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other Corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE VIII AMENDMENT OF BYLAWS

The power to amend these Bylaws shall be vested in the members of the Corporation. Amendments are approved by the affirmative vote of a majority of the eligible voting members of the corporation. Notice of the proposed amendment must precede by at least 60 days the member meeting at which the amendment will be considered and must include the substance of the proposed amendment.

A proposal to amend the bylaws shall be offered in one of the following ways:

- a) By petition of a minimum of thirty (30) percent of the Voting Members of the Corporation filed in writing with the President, or
- b) By an affirmative vote of five (5) members of the Board of Directors eligible to vote, at a meeting of the Board of Directors duly called and held, notice of which meeting shall have stated that amendments to Bylaws are to be discussed at the meeting.

ARTICLE IX ANTI-TRUST

There is incorporated into this Constitution and Bylaws, the terms of a Final Judgment in the case of the United States vs. Library Binding Institute, Docket N. Civil 66-278, United States District Court, South District of New York, and each present and future Member shall abide by the terms of said judgment as a condition of membership. The Executive Director shall furnish each new member with a true copy of said judgment upon application for membership.

ARTICLE X PROCEDURAL RULES

The parliamentary authority for the Corporation is Robert's Rules of Order Newly Revised, most current edition. The rules contained in this authority shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of this organization.