

RESOLUTION FOR BOARDS OF TRUSTEES OF ALIS MEMBER LIBRARIES

To Appoint the Library Director as the Library Board's Representative to a Vote on the Proposed Dissolution of ALIS and the Amendment of the ALIS By-Laws

WHEREAS, the \_\_\_\_\_ is a member of the Automated  
[insert library name]  
Library Information System of Nassau County ("ALIS"); and

WHEREAS, the ALIS Executive Board is considering a plan to dissolve ALIS and transfer its assets and operations to the Nassau Library System ("NLS"); and

WHEREAS, ALIS' legal counsel has prepared a proposed Plan of Dissolution, a copy of which is annexed hereto as Exhibit "2"; and

WHEREAS, the proposed dissolution of ALIS requires an affirmative vote of at least two-thirds (2/3) of ALIS' member libraries; and

WHEREAS, conveyance of ALIS' assets to NLS requires an amendment to the ALIS By-Laws, which also requires an affirmative vote of at least two-thirds (2/3) of ALIS' member libraries; and

WHEREAS, ALIS' legal counsel has prepared a proposed By-Laws amendment, a copy of which is annexed hereto as Exhibit "1"; and

WHEREAS, the \_\_\_\_\_ requires a representative to participate in  
[insert library name]  
and cast its vote at the meeting at which the proposed By-Laws amendment and Plan of Dissolution will be put up for a vote;

NOW THEREFORE, BE IT RESOLVED, that the Board of Trustees of the \_\_\_\_\_,  
[insert library name], upon due consideration of the proposed By-Laws amendment and proposed Plan of Dissolution, hereby resolves to vote \_\_\_\_\_  
[insert 'in favor of' or 'against']  
said proposals; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby appoints Library Director \_\_\_\_\_ as its representative at the meeting of the Directors of ALIS Member  
[insert director's name]  
Libraries on September 15, 2016, and any adjourned date thereafter, and directs \_\_\_\_\_ to cast a  
[insert 'her' or 'him']  
a vote on behalf of the \_\_\_\_\_ in accordance with the Board's  
[insert library name]  
determination as stated above.

This resolution must be voted on by the boards of ALIS Libraries *prior to* the meeting of the Directors of the ALIS Libraries on September 15, 2016 but the earlier it is voted upon the better.

# Automated Library Information System

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**To: Boards of Trustees of ALIS Member Libraries**  
**From: Debbie Podolski, Chair of the ALIS Executive Board**  
**Date: June 10, 2016**

As you may know, the dissolution of the ALIS Corporation and the transfer of ALIS' functions, operations, assets and liabilities to NLS (the Nassau Library System) has been proposed, investigated and planned. The next step in the process is for the Boards of Trustees of ALIS Member Libraries to vote on the enclosed resolution about the proposed dissolution of ALIS and the amendment of the ALIS by-laws as well as on the appointment the Library Director as their representative to cast the Library's vote on behalf of the Board at a regular meeting of the Directors of ALIS Libraries, that will be held on Thursday, September 15<sup>th</sup> at 9:30 a.m.

This resolution must be voted on by all ALIS Member Library Boards prior to the September 15<sup>th</sup> meeting. **However, boards are asked to vote on this resolution as soon as possible preferably no later than their July meetings** so it can be determined if there is approval by at least a two-thirds majority of ALIS Member Libraries, which is required to move forward with the dissolution. If there is, we want to be ready to submit the Plan of Dissolution of ALIS and Distribution of Assets to the appropriate state officials (Commissioner of the NYS Education Dept. and the NYS Attorney General's Office) promptly after the September 15<sup>th</sup> meeting. This will require additional work that we should start as soon as we know we have the required approval in order to complete it prior to Sept. 15<sup>th</sup>.

**Two decisions of each Library Board are requested in this resolution:**

- (1) Boards are asked to vote on whether they are in favor of or against the dissolution of the ALIS Corporation and the by-laws amendment, which is required to facilitate the dissolution.**
- (2) Boards are asked to vote to appoint their Library Director as their representative at the September 15, 2016 Directors of ALIS Libraries meeting to vote on two resolutions on the Board's behalf as directed by the Board.**

**There are three informational exhibits which provide contextual information for these two decisions:**

**Exhibit 1** is the first resolution (Approval of the proposed amendment to the ALIS by-laws) that Directors of ALIS Libraries will vote on at the September 15<sup>th</sup> meeting.

This amendment makes the wording in the by-laws consistent with the wording in ALIS' amended Certificate of Incorporation dated August 25, 1994.

**Exhibit 2** the second resolutions (Approval of the proposed Plan of Dissolution of ALIS and the Distribution of Assets) that Directors of ALIS Libraries will vote on at the September 15<sup>th</sup> meeting.

**Exhibit 3** is ALIS' amended Certificate of Incorporation.

**Information Session for the Trustees of ALIS Member Libraries**

An information session about the investigative, planning and dissolution process has been scheduled in the evening of **Wednesday, June 29<sup>th</sup>** beginning at **7:30 p.m.** at the headquarters of ALIS and NLS. (900 Jerusalem Ave., Uniondale, NY 11553). There will be an overview of the investigative and planning process by the Chair of ALIS Executive Board. Two attorneys representing ALIS (Peter Fishbein and Philip Butler of Bee Ready Fishbein Hatter & Donovan, LLP) and NLS' Attorney William Cullen will discuss the dissolution and transfer process as well as answer questions. One or more trustees from all ALIS Member Libraries are invited to attend this session as are Library Directors.