

BOARD DOCUMENT

TO: Board of Directors
FROM: John DiGilio, James Manasco
DATE: March 24, 2025
RE: Resolution Recommending Dissolution

SUMMARY:

Pursuant to the Board's recent roll call vote regarding dissolution of the Special Libraries Association, the Past-President was tasked with drafting an official resolution of the Board to accomplish the following:

1. The Board's rationale for recommending dissolution.
2. Our pledge to adhere to requirements as set by SLA's bylaws and the laws of the State of New York.
3. Our intent to bring a vote on dissolution to the general membership.
4. The sequence of events to take place prior to the membership vote, including opportunities for members to ask questions and express concerns.
5. Plans to protect the legacy, history, and assets of the association.

Following the March executive session of the Board, further reworking of the resolution was assigned to the Past-President, along with board member James Manasco. The attached resolution has been drafted with those goals in mind and is submitted for Board consideration.

RECOMMENDATION:

That the Board of Directors adopt this resolution in whole or part, with any additional edits necessary to achieve consensus, and set the dissolution process officially in motion.

RESOLUTION RECOMMENDING DISSOLUTION OF THE SPECIAL LIBRARIES ASSOCIATION

March 20, 2025

1. WHEREAS, it has been determined that the organization is not able to meet its financial obligations for the full fiscal year; and
2. WHEREAS, attempts to sufficiently reverse the decline of membership levels over the past several years, while recently resulting in small gains, have nevertheless, ultimately proven unsuccessful to generate necessary cash flow; and
3. WHEREAS, other options have been carefully and thoughtfully discussed with both professional staff and legal counsel and are being pursued, these options which include merging with another organization or restructuring management of the association, would still require an end to our current status; and
4. WHEREAS, the members of the Board of Directors of the Special Libraries Association, duly elected and acting in their fiduciary responsibility, have determined that it is in the best interests of the association to wind up its affairs;
5. NOW, THEREFORE, BE IT RESOLVED, that we recommend the members of the association approve and adopt a resolution to dissolve the Special Libraries Association.
6. BE IT FURTHER RESOLVED, that the following steps shall be taken to effect the dissolution and winding up of the association:
 - a. Notice to Members:
 - i. The association shall notify its members of this resolution and shall provide them with a reasonable opportunity to ask questions and express their views on the matter.
 - b. Final Meeting:
 - i. A final meeting of the members shall be held to formally approve a final plan of dissolution, to be prepared by the Board of Directors, and wind up the affairs of the association.
 - c. Final Conference and Celebration:

- i. A final annual conference shall be held with a focus on celebrating the history and contributions of the Special Libraries Association.
 - d. Negotiation of Debt:
 - i. The Board of Directors shall work with staff to cease all month-to-month financial obligations, aside from those necessary to effect dissolution, and negotiate the early termination of all longer-term contracts.
 - e. Protection of History and Legacy:
 - i. The Board of Directors shall work with staff to find a suitable and secure host for the archives and historical materials of the association.
 - ii. The Board of Directors shall continue to work to the best of its ability to find a suitable professional home for the members of the association in order to preserve the culture, traditions and identity of the Special Libraries Association, and its units.
 - f. Distribution of Restricted Funds:
 - i. The restricted funds of the association, totaling approximately \$1.2 million, shall be distributed in accordance with legal constraints, including those set by the stated restrictions(i.e., scholarships, advancement of the profession, etc.). If the Special Libraries Association merges with another organization, those restricted funds may, depending on agreement, remain under the supervision of the Special Libraries Association in whatever form it may take.
 - ii. The final plan of distribution shall be voted on by the Board of Directors with the approved plan made available to all members of the association.
 - g. Filing with Authorities:
 - i. The association, in conjunction with its legal counsel, shall file all necessary documents with the appropriate government authorities to effect the dissolution.
- 7. BE IT FURTHER RESOLVED, that the Board of Directors shall be responsible for carrying out the actions necessary to effect the dissolution and winding up of the association.
- 8. BE IT FURTHER RESOLVED, that this resolution shall become effective immediately upon its adoption.

ADOPTED this 24th day of March 2025 by the 2025 Board of Directors of the Special Libraries Association:

Hildy Dworkin, President

Heather Kotula, President-Elect

John DiGilio, Past-President

Eugene Giudice, Treasurer

Dan Bostrom, Secretary

Chloe Campbell

Rachel Cole

Julie Maekask

James Manasco

Emma Moore

Meenal Oak

Christine Pelosi

Andy Shimp

DRAFTED by: John DiGilio, 2025 Past-President
 James Manasco, Board Member