

**BYLAWS  
of the  
CALIFORNIA LIBRARY ASSOCIATION**

**ARTICLE I. NAME**

The name of this organization is the California Library Association, hereinafter referred to as the Association.

**ARTICLE II. MISSION**

The Association provides leadership for the development, promotion and improvement of library services, librarianship and the library community.

**ARTICLE III. MEMBERSHIP**

**Section 1. Categories**

All members in the various categories shall possess the following qualifications and, in addition, shall possess the qualifications prescribed and published by the Assembly:

A. Voting

- 1) An individual engaged in the provision of library services,
- 2) A student enrolled in a graduate program of library and information science,
- 3) An individual interested in the development, promotion and improvement of library services, or
- 4) An individual granted life membership before November 1957 (who is also exempt from further payment of dues).

B. Supporting

An individual who is not currently gainfully employed in the provision of library services in California, who supports the Mission of the Association and who desires to support the Association monetarily but does not wish to be active in the Association or any of its subparts.

C. Organizational

Includes, but is not limited to, libraries, vendors, corporations and other organizations that support the Mission of the Association.

D. Honorary

An individual who has made notable contribution to libraries in California or the nation, to the profession of librarianship or has rendered outstanding service to the Association, has been proposed by a Voting member or a section, nominated by the Executive Committee by a two-thirds vote, and elected by a majority vote of the Assembly. An honorary member shall have none of the obligations of membership in the Association, but shall be entitled the rights and privileges established in these Bylaws.

## **Section 2. Rights and Privileges**

- A. All members shall have the following rights:
  - 1) To attend Membership and Assembly meetings.
  - 2) To be present as an observer at other Association meetings.
  - 3) To speak and debate at Membership meetings.
  - 4) To receive Association publications.
  
- B. Only members in designated categories have the following privileges (subject to restriction as otherwise provided in these Bylaws):
  - 1) To attend the Annual Conference at member rate. Voting, Supporting and Honorary.
    - 2) To speak and debate.
      - a. At Assembly meetings: Members of the Assembly.
      - b. At committee meetings: Members of the committee.
      - c. At section meetings: Members of the section.
      - d. At round table meetings: Members of the round table.
  - 3) To make and second motions.
    - a. At Membership meetings: Voting.
    - b. At Assembly meetings: Members of the Assembly.
    - c. At committee meetings: Members of the committee.
    - d. At section meetings: Members of the section.
    - e. At round table meetings: Members of the round table.
  - 4) To vote.
    - a. At Membership meetings: Voting, one vote.
    - b. At Assembly meetings: Members of the Assembly.
    - c. At committee meetings: Any member of the committee, one vote.
    - d. At section meetings: Members of the section, one vote.
    - e. At round table meetings: Members of the round table, one vote.
  - 5) To hold office.
    - a. In the Association: Voting.

- b. In the section: Voting, subject to additional eligibility requirements in the section bylaws.
  - c. In round tables: Voting, subject to additional eligibility requirements in the round table rules of order.
- 6) To serve as a member of the Assembly: Voting.
  - 7) To serve as a member of elected or appointed committees.
    - a. Of the Association: Voting.
    - b. Of the Assembly: Members of the Assembly.
    - c. Of sections: Members of the section.
    - d. Of round tables: Members of the round table.
  - 8) To petition to form and to be members of sections and round tables: Voting.

**Section 3. Admission to Membership**

Applications for admission to membership in any category and proposals for honorary membership must be submitted in writing. The Executive Committee shall admit to membership in the appropriate category those who meet the prescribed qualifications and pay required dues.

**Section 4. Dues and Special Assessments**

- A. Changes in annual dues shall be recommended by the Executive Committee and approved by a majority of the Voting members of the Association voting by mail as provided in Article XII.
- B. Dues shall be due and payable annually. A member whose dues have not been paid 90 days after the established renewal date shall have membership revoked. A member whose special assessment has not been paid by the due date shall not be eligible for renewal of membership upon expiration of current membership until the assessment is paid.
- C. A special assessment may be levied on the Voting members by a two-thirds vote of the Voting members of the Association voting at a Membership meeting or by mail as provided in Article XII. Notice of a proposed special assessment shall have been mailed to each Voting member of the Association 30 days prior to the date for action on the proposed special assessment. Notification shall include the reason for the assessment, the amount proposed, and the due date of the assessment.

**Section 5. Termination of Membership**

- A. Resignation. A member may resign membership at any time.
- B. Expulsion. A member may be suspended or expelled from membership, upon recommendation of the Executive Committee, by a two-thirds vote of the Assembly for cause, other than non-payment of dues or special assessments, provided that:

- 1) This section shall be published annually,
- 2) The member shall be notified by first-class registered mail addressed to the member at the member's last address shown on the records of the Association at least 15 day's prior to the meeting of the Assembly at which such action shall be considered,
- 3) The notice shall state the reasons for the action, and
- 4) The member shall have an opportunity to be heard in their own defense prior to any action by the Assembly and at least five days before the effective date of the suspension or expulsion.

**Section 6. Reinstatement to Membership**

- A. On approval of the Executive Committee, any former member may be reinstated to membership in accordance with the Standing Rules.
- B. There shall be no reinstatement fee charged by the Association, but persons seeking reinstatement shall pay dues and special assessments as provided in the Standing Rules.

**ARTICLE IV. SECTIONS**

**Section 1. Purpose**

A section is a broad-based group organized around a type of library, type of activity or geographic area.

**Section 2. Formation**

A section may be established as prescribed in the Standing Rules.

**Section 3. Structure**

- A. Bylaws. Sections shall operate under bylaws that in their original form and as amended shall not be in conflict with Association Bylaws and shall be approved in writing by the Executive Committee.
- B. Size. Sections shall maintain a minimum size, as established in Association Standing Rules.
- C. Membership. Only Voting members of the Association are eligible for membership in sections.
- D. Operation. In addition to operating requirements in Association Bylaws or Standing Rules and the section bylaws, sections shall have officers and a current list of their membership. Sections may authorize the establishment of subgroups that shall be subject to rules and conditions set down by the section.

#### **Section 4. Meetings, Notice and Quorum**

- A. Sections shall meet at least once a year.
- B. Special meetings of sections, notice of section meetings and quorum for section meetings shall be as established in the section bylaws. Only the business mentioned in the call of the special meeting shall be transacted at a special meeting.

#### **Section 5. Obligations**

Each section shall do the following:

- A. Further the mission of the Association.
- B. Perform the duties and assume the responsibilities that Association Bylaws and Standing Rules place on sections.
- C. Conduct its affairs in accordance with its bylaws.
- D. Submit to the Association annual reports of its activities and such other reports as may be requested by the Executive Committee.
- E. Hold meetings in conformity with Association policy.

#### **Section 6. Limitations**

- A. Sections are subject to the following limitations:
  - 1) The Bylaws and Standing Rules of the Association. If the section bylaws, rules or resolutions are inconsistent with the Bylaws or Standing Rules of the Association, the part or parts of the section bylaws, rules, or resolutions that are inconsistent are void and of no effect.
  - 2) Policies adopted by the Assembly or by the Executive Committee.
- B. A section shall not profess or imply that it speaks for or represents the Association or members other than those currently holding membership in the section unless authorized to do so in writing by the Executive Committee.

#### **Section 7. Rights and Privileges**

- A. Each section shall be entitled to be represented in the Assembly by one member of the section. The section representative to the Assembly shall be selected according to the provisions of the section bylaws.

- B. A section may recommend Association policy and standards to the Assembly for adoption.
- C. A section shall receive support services from the Association as approved by the Executive Committee.

**Section 8. Assumption of Control by Executive Committee**

The Executive Committee may, at its discretion, conduct the affairs and assume custody of the records and management of any section that it finds has failed to comply with its obligations. Such action shall be subject to ratification by the Assembly at its next meeting.

**Section 9. Dissolution**

- A. A section may dissolve pursuant to the provisions of its bylaws.
- B. A section may be dissolved by a two-thirds vote of the Executive Committee if the membership of the section remains below the minimum established in Association Standing Rules during any consecutive 12-month period.
- C. The Assembly may, by a two-thirds vote, dissolve a section if the section has failed to satisfy its obligations or has failed to observe the limitations on sections as set forth in these Bylaws. The Assembly shall have the power so to act only on the recommendation of a majority of the Executive Committee that is made after the section has been given timely notice of charges against it and the opportunity to be heard in its own defense.

**Section 10. Property and Records**

If a section is dissolved, all property and records of whatever nature in the possession of the section shall be transferred to the Association. In the case of two or more sections merging, all property and records shall be turned over to the continuing section without being returned through Association headquarters.

**ARTICLE V. ROUND TABLES**

**Section 1. Purpose**

A round table is a small group organized around a type of library, type of activity or interest, or geographic area.

**Section 2. Formation**

A round table may be established as prescribed in the Standing Rules.

**Section 3. Structure**

- A. Rules of Order. Round tables shall operate under rules of order that in their original form and as amended shall not be in conflict with Association Bylaws and shall be approved in writing by the Executive Committee.

- B. Size. Round tables shall maintain a minimum size, as established in Association Standing Rules.
- C. Membership. Only Voting members of the Association are eligible for membership in round tables.
- D. Operation. In addition to operating requirements in Association Bylaws or Standing Rules and the round table rules of order, round tables shall identify a contact person and have a current list of their membership.

#### **Section 4. Meetings, Notice and Quorum**

- A. Round tables shall meet at least once a year.
- B. Special meetings of round tables, notice of round table meetings and quorum for round table meetings shall be as established in the round table rules of order. Only the business mentioned in the call of the special meeting shall be transacted at the meeting.

#### **Section 5. Obligations**

Each round table shall do the following:

- A. Further the mission of the Association.
- B. Perform the duties and assume the responsibilities that Association Bylaws and Standing Rules place on round tables.
- C. Conduct its affairs in accordance with its rules of order.
- D. Submit to the Association annual reports of its activities and such other reports as may be requested by the Executive Committee.
- E. Hold meetings in conformity with Association policy.

#### **Section 6. Limitations**

- A. Round tables are subject to the following limitations:
  - 1) The Bylaws and Standing Rules of the Association. If the round table rules of order or resolutions are inconsistent with the Bylaws or Standing Rules of the Association, the part or parts of the round table rules of order or resolutions that are inconsistent are void and of no effect.
  - 2) Policies adopted by the Assembly or by the Executive Committee.

- B. A round table shall not profess or imply that it speaks for or represents the Association or members other than those currently holding membership in the round table unless authorized to do so in writing by the Executive Committee.

**Section 7. Assumption of Control by Executive Committee**

The Executive Committee may, at its discretion, conduct the affairs and assume custody of the records and management of any round table that it finds has failed to comply with its obligations. Such action shall be subject to ratification by the Assembly at its next meeting.

**Section 8. Dissolution**

- A. A round table may dissolve pursuant to the provisions of its rules of order.
- B. A round table may be dissolved by a two-thirds vote of the Executive Committee if the membership of the round table remains below the minimum established in Association Standing Rules during any consecutive 12-month period.
- C. The Assembly may, by a two-thirds vote, dissolve a round table if the round table has failed to satisfy its obligations or has failed to observe the limitations on round table as set forth in these Bylaws. The Assembly shall have the power so to act only on the recommendation of a majority of the Executive Committee that is made after the round table has been given timely notice of charges against it and the opportunity to be heard in its own defense.

**Section 9. Property and Records**

If a round table is dissolved, all property and records of whatever nature in the possession of the round table shall be transferred to the Association. In the case of two or more round tables merging, all property and records shall be turned over to the continuing round table without being returned through Association headquarters.

**ARTICLE VI. OFFICERS**

**Section 1. Officers.**

The officers of the Association shall be a President, a Vice President/President Elect, the Immediate Past President, a Secretary and a Treasurer.

**Section 2. Terms of Office.**

- A. President. The term of office shall be for one year, at the conclusion of which, the President shall automatically assume the office of Immediate Past President.
- B. Vice President/President Elect. The term of office shall be for one year, at the conclusion of which, the Vice President/President Elect shall automatically assume the office of President.
- C. Immediate Past President. The term of office shall be for one year.

- D. Secretary. The Executive Director, or designee, shall serve as the Secretary, during the term of contract with the Association.
- E. Treasurer. The term of office shall be for three years.
- F. Unless otherwise provided in these Bylaws, officers shall assume their duties on the last day of the Annual Conference following their election and shall serve the term specified in these Bylaws or until their successors are elected and assume office. No member shall hold more than one office at a time and no member shall be eligible to serve more than two consecutive full terms in the same office.

**Section 3. Vacancies:**

- A. President. In the event of a vacancy in the office of President, the Vice President/President Elect shall assume the office of President for the remainder of the unexpired term as well as for the term to which the Vice President/President Elect was elected. In the event of a vacancy in both the office of President and the office of Vice President/President Elect, the Immediate Past President shall assume the office of President for the unexpired term.
- B. Vice President/President Elect. In the event of a vacancy in the office of Vice President/President Elect, a special election shall be held to fill the unexpired term.
- C. Immediate Past President. In the event of a vacancy in the office of Immediate Past President, the President may appoint, subject to approval by the Executive Committee, a Past President who is a Voting member of the Association.
- D. Secretary. In the event of a vacancy in the office of Secretary (Executive Director), the President shall appoint an individual to serve as Secretary until the position of Executive Director has been filled.
- E. Treasurer. In the event of a vacancy in the office of Treasurer, the President shall appoint, subject to approval by the Executive Committee, a qualified Voting member of the Association to fill the vacancy until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

**Section 4. Duties:**

The officers shall perform the duties prescribed by these Bylaws, the Standing Rules and the parliamentary authority adopted by the Association, and in addition:

- A. President. The President:
  - 1) Shall serve as a member of the Executive Committee and the Assembly.

- 2) Shall preside at all meetings of the Membership, Executive Committee and Assembly.
  - 3) Shall fill, by appointment of a qualified Voting member of the Association, and with the consent of the Executive Committee, any vacancy occurring in an elective office of the Association (except for Vice President/President Elect), or among the Assembly (except for section representatives) until the next annual election, at which time an election shall be held to fill the unexpired portion of the term.
  - 4) May call Special meetings of the Membership, Executive Committee and the Assembly.
  - 5) Shall prepare the agenda, in consultation with the Executive Director, for each meeting of the Membership, Executive Committee and the Assembly.
  - 6) Shall appoint Association Committees.
- B. Vice President/President Elect. The Vice President/President Elect shall:
- 1) Serve as a member of the Executive Committee and the Assembly.
  - 2) Assist the President and perform such duties as may be delegated or assigned by the President or the Executive Committee.
  - 3) In the absence of the President perform the duties of the President.
- C. Immediate Past President. The Immediate Past President:
- 1) Shall serve as a member of the Executive Committee and the Assembly.
  - 2) Assist the President and perform such duties as may be delegated or assigned by the President or the Executive Committee.
- D. Secretary. The Secretary:
- 1) Shall keep a record of the proceedings of the Membership, Assembly and Executive Committee meetings.
  - 2) Shall keep a record of the members, including names and addresses and the categories of membership held by each.
  - 3) Shall be the custodian of the official records of the Association.
- E. Treasurer. The Treasurer:
- 1) Shall serve as a member of the Executive Committee and the Assembly.

- 2) Shall insure that adequate and correct books and records of account are kept.
- 3) Shall submit reports of the financial status of the Association to the Executive Committee, the Assembly and the membership.

## **ARTICLE VII. AMERICAN LIBRARY ASSOCIATION (ALA) CHAPTER COUNCILOR**

### **Section 1. Election and Term of Office**

The ALA Chapter Councilor shall be elected and shall serve in accordance with the rules and regulations of the American Library Association, so long as the Association remains a chapter of the American Library Association.

### **Section 2. Duties**

The ALA Chapter Councilor shall:

- A. Advise and coordinate the mutual activities and programs of the Association and the American Library Association.
- B. Serve as a member of the Assembly.
- C. Serve as a member of the Executive Committee.

### **Section 3. Vacancies**

In the event of a vacancy in the position of ALA Chapter Councilor, the President shall appoint a qualified Voting member of the Association to fill the position until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

## **ARTICLE VIII. EXECUTIVE DIRECTOR**

### **Section 1. Appointment.**

The Executive Director shall be appointed by the Executive Committee and shall be a salaried employee of the Association, employed under contract.

### **Section 2. Duties.**

The Executive Director shall be chief administrative officer of the Association and, under direction of the Executive Committee, shall:

- A. Be responsible for the day to day operation of the Association headquarters office.
- B. Implement policies and programs established by the Assembly or the Executive Committee
- C. Assist all officers, the Executive Committee, the Assembly and Association committees in the performance of their duties.
- D. Supervise the provision of support services to sections and round tables as authorized by the Executive Committee.
- E. Disburse the funds of the Association.

- F. Execute contracts and other legal instruments on behalf of the Association, as authorized by the Executive Committee.
- G. Report regularly to the Executive Committee and annually to the Assembly and the membership on the Association's activities;
- H. Serve as Secretary of the Association, or may designate another employee of the Association to serve as Secretary pro tem.
- I. Serve as an advisor to the Assembly and attend Assembly meetings.
- J. Serve as an advisor to the Executive Committee and attend Executive Committee meetings.
- K. Disseminate the report of the Nominating Committee to the Voting members.

## **ARTICLE IX. MEETINGS**

### **Section 1. Annual Conference**

An annual conference of members shall be scheduled by the Executive Committee unless there is a state of emergency.

### **Section 2. Membership Meetings**

- A. An annual Membership meeting shall be held in conjunction with the Annual Conference, prior to the meeting of the incoming Assembly.
- B. Special meetings of the membership may be called between annual meetings by the President, the Executive Committee, or the Assembly and shall be called upon the written request of 5% of the Voting members of the Association. All requests for special meetings shall be submitted to the President. The date for the special meeting shall be set for not less than thirty-five nor more than ninety days after receipt of the request. Only the business mentioned in the call of the special meeting shall be transacted.
- C. Notice:
  - 1) The Executive Director shall cause to be mailed to each Voting member of record on the date of mailing, at the address on record in Association Headquarters, written notice of any Membership meeting stating the place, day, and time of the meeting and any business to be considered for which notice is required by statute or these Bylaws.
  - 2) Notice of regular meetings shall be mailed not less than twenty days nor more than 90 days prior to the date of such meeting.
  - 3) Notice of special meetings shall be mailed within twenty days after receipt of the request for the meeting.
- D. Quorum: The number of Voting members necessary to constitute a quorum shall be twice the membership of the Assembly plus one. If a quorum is initially present, the

membership may continue to transact business, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken other than adjournment is approved by at least a majority of the members required to constitute a quorum for the meeting, or such greater number as is required by these Bylaws. If less than 1/3 of the Voting members are present at the meeting, only matters which are given in the notice of the meeting may be voted on.

- E. The membership has all legislative and elective powers and authority to determine policies of the Association, except as otherwise provided in these Bylaws, and including the power to amend and repeal these Bylaws.

## **ARTICLE X. GOVERNANCE**

### **Section 1. Assembly**

- A. **Membership.** The Assembly shall be limited to thirty-five members. (Exception: When the approval of new sections or dissolution of existing sections results in an increase or decrease of the Assembly membership to more than or fewer than thirty-five members, the Assembly may consist of more than or less than thirty-five members until the time of the next annual election. At the next annual election the number of Assembly Members-at-Large elected shall be reduced or increased in order to return the Assembly membership to thirty-five members.) The members shall include:
  - 1) The Association President, Vice President/President Elect, Immediate Past President, and Treasurer. The Association Secretary shall not be considered a member of the Assembly and shall not have a vote in the Assembly.
  - 2) The ALA Chapter Councilor.
  - 3) Section Representatives: One representative from each approved section, selected by the section.
  - 4) Assembly Members-at-Large: Additional members, to reach a total of thirty-five members of the Assembly, elected by the Voting members of the Association.
- B. **Term.** Members of the Assembly, other than the Association Officers and the ALA Chapter Councilor, shall serve a three-year term or until a successor is selected, with approximately one-third of the total Assembly elected each year. The Association Officers and the ALA Chapter Councilor shall serve as a member of the Assembly while they continue in the office or position to which elected. An Assembly member may serve no more than two consecutive complete terms in the same position. A member of the Assembly who has served more than half of a three-year term shall be considered to have served a complete term.
- C. **Removal from Office.** Any member of the Assembly who fails to attend more than half of the regularly scheduled meetings of the Assembly in any calendar year may be removed for cause by an affirmative vote of two-thirds of the Assembly. The member

shall have the right to be informed of the action and shall be given the opportunity to appear in their own defense.

D. Vacancies.

- 1) Section representatives. Vacancies shall be filled by the section that selected the representative whose seat was vacated for the unexpired portion of the term, according to the provisions of the section bylaws.
- 2) Assembly Members-at-Large. Vacancies shall be filled by appointment by the President, with the consent of the Executive Committee, until the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

E. Duties. In addition to duties prescribed or limitations established elsewhere in these Bylaws and the Standing Rules, the Assembly may adopt its own Rules of Procedure and shall:

- 1) Set broad general policy for the Association.
- 2) Plan for the general direction of the Association.
- 3) Ratify interim policy adopted by the Executive Committee.
- 4) Elect four Executive Committee members from among the Assembly membership.
- 5) Review financial reports.
- 6) Provide guidance to the Executive Committee.

F. Meetings, Notice and Quorum

- 1) The Assembly shall meet at least twice each year. A minimum of one of these meetings shall be held in conjunction with the Annual Conference.
- 2) Special Meetings of the Assembly may be called by the President, a majority of the Executive Committee, or two-thirds of the members of the Assembly. Only the business mentioned in the call of the special meeting shall be transacted.
- 3) Meetings may be held through the use of conference telephone or similar communications equipment so long as all members participating can hear one another.
- 4) Notice. The Executive Director shall cause to be mailed to each Assembly member written notice of any Assembly meeting stating the place, day, and hour. Notice of regular meetings shall be mailed by first-class mail not less than ten days prior to the date of such meeting. Notice of special meetings shall be mailed by first-class

mail not less than four days or shall be delivered personally or by telephone or telefacsimile not less than 48 hours prior to the date of such meeting.

- 5) **Quorum.** A majority of the members of the Assembly shall constitute a quorum. If a quorum is initially present, the Assembly may continue to transact business, notwithstanding the withdrawal of members, if any action taken other than adjournment is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by these Bylaws.
- 6) **Conduct of Business.** The Assembly may conduct its business at regular and special meetings, through the use of conference telephone, or by mail. When it is determined to conduct the vote by mail, the ballot shall state the proposed action, provide a place for the member to vote yes or no, and provide a reasonable time to return the ballot. Unless otherwise provided in these Bylaws, a majority vote of the ballots returned shall determine the outcome provided that a majority of the ballots mailed to Assembly members are returned.

## **Section 2. Executive Committee**

- A. **Membership.** The Executive Committee shall consist of the President, the Vice President/President Elect, the Immediate Past President, the Treasurer, the ALA Chapter Councilor and four members elected by and from the Assembly.
- B. **Term.**
  - 1) Association officers and the ALA Chapter Councilor shall serve on the Executive Committee during their full term of office.
  - 2) Members elected by and from the Assembly shall serve two year terms or until their term in the Assembly is completed, whichever occurs first, and may serve no more than four consecutive years on the Executive Committee. To continue as a member of the Executive Committee, the member must continue as a member of the Assembly.
- C. **Vacancies.**
  - 1) Vacancies on the Executive Committee in the position of an Association officer or the ALA Chapter Councilor shall be filled as stated elsewhere in these Bylaws.
  - 2) Vacancies on the Executive Committee in the position of a member elected by and from the Assembly shall be filled by election by the Assembly.
- D. **Duties.** In addition to such other duties as may be prescribed in these Bylaws and the Standing Rules or limitations established in these Bylaws, the Executive Committee may set interim policy of the Association that is not inconsistent with the mandates and policies determined by the membership or the Assembly and shall:

- 1) Conduct the business of the Association between meetings of the Assembly.
- 2) Establish the Association Standing Rules.
- 3) Adopt the budget and recommend annual dues to the membership.
- 4) Implement policies and planning decisions adopted by the Assembly.
- 5) Evaluate Association activities.
- 6) Approve petitions for recognition and changes in status of sections and round tables, including section bylaws and round table rules of order.
- 7) Establish standing committees.
- 8) Appoint, employ and evaluate the Executive Director who shall be the administrator of the headquarters and who shall be responsible to the Executive Committee.
- 9) Determine the time and place of the Annual Meeting.
- 10) Be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Assembly or the membership of the Association.
- 11) Provide for appropriate action on all applications for membership.
- 12) Be responsible for Association publications.
- 13) Provide for development and maintenance of procedural documents related to these Bylaws.
- 14) Review and revise existing Association policies, except in these Bylaws, for consistency of intent and language with such new policies as may be adopted from time to time by the membership or the Assembly.
- 15) Prescribe and publish with these Bylaws the qualification for each category of membership.

E. Meetings, Notice and Quorum.

- 1) The Executive Committee shall meet as frequently as necessary to meet its obligations in the operation of the Association, but not less than twice a year.
- 2) Special Meetings of the Executive Committee may be called by the President or by a majority of the Executive Committee. Only the business mentioned in the call of the special meeting shall be transacted.

- 3) Meetings may be held through the use of conference telephone or similar communications equipment so long as all members participating can hear one another.
- 4) Notice. The Executive Director shall cause to be mailed to each Executive Committee member written notice of any Executive Committee meeting stating the place, day, and hour. Notice of regular meetings shall be mailed by first-class mail not less than ten days prior to the date of such meeting. Notice of special meetings shall be mailed by first-class mail not less than four days or shall be delivered personally or by telephone or telegraph not less than 48 hours prior to the date of such meeting.
- 5) Quorum. Two-thirds of the members of the Executive Committee shall constitute a quorum. If a quorum is initially present, the Committee may continue to transact business, notwithstanding the withdrawal of members, if any action taken other than adjournment is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by these Bylaws.
- 6) Conduct of Business. The Executive Committee may conduct its business at regular and special meetings, by mail vote, or through the use of conference telephone. When it is determined to conduct the vote by mail, the ballot shall state the proposed action, provide a place for the member to vote yes or no, and provide a reasonable time to return the ballot. Unless otherwise provided in these Bylaws, a majority vote of the ballots returned shall determine the outcome provided that at least a majority of the ballots mailed to Executive Committee members are returned.

## **ARTICLE XI. COMMITTEES**

### **Section 1. Standing Committees**

#### **A. Nominating Committee**

- 1) Composition. The President shall appoint the Nominating Committee, composed of Voting members of the Association. The President shall designate one of those appointed as the chairperson of the Committee. Members of the Committee shall serve for one year. No member shall serve consecutive terms on the Nominating Committee.
- 2) Duties. The Nominating Committee shall:
  - a. Prepare a slate of at least two eligible candidates, if possible, for each office or position to be filled at the time of the next annual election. A member may be a candidate for only one Association office or position during any annual election.
  - b. Obtain written consent from each candidate before placing that person's name on the slate.

- c. Report the slate of candidates to the Association President and Executive Director.
  - d. Foster activities that maintain and promote a pool of nominees.
- 3) Nomination by Petition. Such nominations shall be accompanied by the written consent of the nominee(s) and shall be subject to provisions elsewhere in this Section. The petition shall be presented to the Executive Director within 25 days following publication of the report of the Nominating Committee. A candidate nominated by petition shall be afforded similar opportunities for publication of candidacy to the membership as those afforded a candidate nominated by the Nominating Committee.
- a. Nominations of qualified candidates for Vice President/ President Elect, and Treasurer in the year of the expiration of the incumbent's term, may be placed on the ballot upon petition of 2% of the Voting members of the Association.
  - b. Nominations for other Assembly Members-at-Large may be placed on the ballot upon petition of 25 Voting members of the Association.
- 4) Conduct of Business. The Nominating Committee may conduct its business at regular or special meetings, by mail vote, or through the use of conference telephone. A quorum for conduct of business shall consist of a majority of the members of the Committee.

B. Additional Standing Committees may be established by the Executive Committee.

**Section 2. Special Committees**

Special committees may be established by the President or the Executive Committee.

**Section 3.** The President shall be a member, ex officio, of all standing and special committees except the Nominating Committee.

**ARTICLE XII. VOTING AND ELECTIONS**

**Section 1.** The official ballot for the annual election shall contain the names of the candidates for Association officers, ALA Chapter Councilor, and Assembly Members-at-Large necessary to fill the positions for the terms that will be completed at the end of the ensuing Annual Conference. The ballot may also contain items of business requiring a vote of the Voting members of the Association as determined by the Executive Committee. Ballots shall be mailed to each Voting member at their address on record at Association Headquarters. Ballots shall be returned to the Headquarters office.

**Section 2.** The Executive Director shall coordinate the election process and shall certify the results in a report to be disseminated to members of the Executive Committee and the Assembly. The results of the election shall be announced at the Annual Conference and published in an official publication of the Association.

**Section 3. Vote Required for Election:**

- A. For officers, a majority of those voting shall elect. In the event that there are more than two candidates for a single position, voting shall be by preferential voting in the manner determined by the Executive Committee.
- B. For Assembly members, a plurality shall elect.
- C. In the event of a tie, the tie shall be broken by drawing of lots in the manner determined by the Executive Committee.

**Section 4.** Unless otherwise provided in these Bylaws, issues requiring a decision of the Voting members may be put to a vote conducted either at a Membership meeting or by mail, as determined by the Executive Committee. When it is determined to conduct the vote by mail, the ballot shall state the proposed action, provide a place for the member to vote yes or no, and provide a reasonable time to return the ballot. Unless otherwise provided in these Bylaws, a majority vote of the ballots returned shall determine the outcome provided that at least 10% of the ballots mailed to Voting members are returned.

**Section 5.** There shall be no proxy voting at any Association meeting.

**ARTICLE XIII. FINANCE**

**Section 1.** The fiscal year of the Association shall be from July 1 through June 30, inclusive.

**Section 2.** The Association shall maintain an annual budget. The budget for each fiscal year shall be adopted by the Executive Committee prior to the beginning of that fiscal year.

**Section 3.** The budget shall be administered by the Executive Director, who shall make monthly reports of income and expenditures to the Treasurer.

**Section 4.** The Treasurer shall submit quarterly statements to the Executive Committee and annual reports to the Assembly.

**Section 5.** No officer, employee, or committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment except by order of the Executive Committee. The Executive Committee shall not commit the Association to any financial obligation in excess of its financial resources.

**ARTICLE XIV. DISSOLUTION**

In the event of a dissolution of the Association, the net assets of the Association shall be applied and distributed as follows:

**Section 1.** All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made there for.

**Section 2.** Assets held by the Association upon condition requiring the return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

**Section 3.** Assets held for charitable, benevolent, educational or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to one or more domestic corporations or other organizations engaged in charitable, benevolent, educational or similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501(c)(3) (or other applicable Section) of the Internal Revenue Code, or current statutes.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Standing Rules of the Association, or any statutes applicable to this Association.

## **ARTICLE XVI. AMENDMENTS**

**Section 1.** All proposals for amending these Bylaws shall be submitted to the Executive Committee which shall establish procedures for consideration of each proposal.

**Section 2.** Notice of proposed amendments shall be mailed to all Voting members at least thirty days prior to the vote or deadline for return of ballots, in accordance with the provision of Article XII.

**Section 3.** These Bylaws may be amended at a Membership meeting by the affirmative vote of two-thirds of the Voting members present and voting at a Membership meeting; or, in a mail vote, by two-thirds of the Voting members responding, provided that at least 10% of the Voting members return their ballots.

Revised, September 15, 2003

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