

Indiana Library Federation, Inc.

Bylaws

Article I: Name

The name of this organization shall be the Indiana Library Federation, Incorporated, hereinafter referred to as ILF.

Article II: Purpose

The purpose of ILF shall be to lead, educate and advocate to advance library services for the benefit of Indiana residents.

Article III: Philosophy

ILF is one organization. It recognizes its membership has diverse interests and differing responsibilities in the promotion of library and information services and is structured accordingly. ILF allows members to affiliate and engage within and across their particular segments of the ILF mission. The nature of the relationship among the various members is a dynamic one, which requires a commitment to maintaining collaborative, cooperative and flexible interaction.

Article IV: Membership

Section 1: Any person or institution interested in the purposes of this organization may become a member of ILF on payment of dues.

Section 2: Membership and dues shall be reviewed on an annual basis.

Section 3: Personal, Trustee and Affiliate members, as defined in the Articles of Incorporation, shall be voting members. All other members are non-voting.

Section 4: Personal members will adhere to a calendar year (Jan. 1 - Dec. 31). Membership dues are structured to the calendar year.

Article V: Membership Meetings

Section 1: The place and time of the annual meeting of ILF shall be determined by the Board of Directors (Board). The annual meeting will coincide with the annual conference unless otherwise directed by the Board.

Section 2: Special membership meetings may be called by the Board or upon the written request of seventy-five (75) or more members of ILF. At least three (3) weeks notice of such a meeting called shall be given, and only business mentioned in the call shall transact.

Section 3: Seventy-five (75) voting members, representing at least thirty (30) institutions, shall constitute a quorum of ILF for the conduct of business at any meeting of ILF. For a mail or electronic vote, a minimum of the lessor of ten percent (10%) or 100 of the voting members, shall constitute a quorum of ILF.

Article VI: Officers

Section 1: The Indiana Library Federation may rotate the presidency between associations. The officers of ILF shall be a President, a Vice President, the immediate past President, a Secretary, a Treasurer, and an Assistant Treasurer who is the Treasurer Elect. The President shall be succeeded by the Vice President. The Treasurer shall be succeeded at the end of the two years by the Assistant Treasurer.

Section 2: The terms of all officers shall commence on January 1. The Secretary and Treasurer shall serve for two years, taking office in alternating years.

Section 3: The duties of all the officers shall be such as are ordinarily implied by their respective titles, in addition to duties specifically mentioned in the Articles of Incorporation, ILF Bylaws, and ILF Policies and Procedures.

Section 4: The Vice President shall be responsible for coordinating the implementation of the annual conference.

Section 5: The Secretary and the Treasurer shall render annual reports to ILF at its annual meeting, and these reports shall be filed and preserved with the records of ILF.

Section 6: The Secretary shall ensure a complete file of records of the proceedings of all meetings of ILF and the Board are preserved at the ILF office.

Section 7: The Vice President is elected annually, the Secretary is elected with a term to begin in even-numbered years, and the Assistant Treasurer is elected with a term to begin in odd-numbered years.

Section 8: In the event of a vacancy in the office of President, the Vice President shall become the President and shall serve as such, both for the unexpired term and for the succeeding term. The Board shall have the power to fill the vacancy thus created in the directorate, and the member so named shall serve as Vice President until the next election, when a Vice President shall be regularly nominated and elected.

Section 9: In the event of the resignation or death of the Vice President, the Board shall have the power to fill the vacancy thus created in the directorate, and the member so named shall serve as Vice President until the next election, when a Vice President shall be nominated and elected.

Section 10: In the event of vacancies in the same year in the office of both President and Vice President, the Board shall have the power to fill both vacancies in the directorate and to name directors to serve as President and Vice President. The members so named shall serve until the next regular election or until a special election, if such a special election is deemed advisable by the Board.

Section 11: In the event of a vacancy in the office of Treasurer, the Assistant Treasurer shall become the Treasurer and shall serve as such, both for the unexpired term and for the elected term. The Board shall have the power to fill the Assistant Treasurer vacancy thus created in the directorate, and the member so named shall serve as Assistant Treasurer until the next regularly scheduled election, when an Assistant Treasurer shall be regularly nominated and elected.

Article VII: Board of Directors

Section 1: The officers together with two (2) members from each of the academic, public and school library associations, two (2) members who are trustees, friends, retirees or related supporters, two (2) at-large members, and the American Library Association Councilor, shall constitute the Board of Directors of which the President of ILF shall be the chair. The directors of the Indiana Library Federation, the Indiana State Library, or their designees, and the member of the Indiana Library and Historical Board recommended by the ILF Board of Directors as set forth in IC4-23-7-2, shall be non-voting ex-officio members.

Section 2: The Board shall administer the business affairs of ILF and may appoint an Executive Director to serve at the Board's discretion. It shall act as the Board of Directors of ILF, shall approve all appointments to special and standing committees, shall fill vacancies in any office, shall arrange the program for the annual meeting, and decide on the place and time for the same. A majority shall constitute a quorum of the Board.

However, the membership of ILF may at any regular annual meeting, or at any special meeting subject to the provisions of Article V, Section 2 of these bylaws, and to the laws of the State of Indiana, take direct action on any questions, revise the action of the Board, or give mandatory instructions to the Board.

Section 3: The Board, or the membership at an annual or special meeting of ILF, shall be the sole authority for taking formal action using the name of the Indiana Library Federation.

Section 4: The Board shall recommend some person or persons to the Governor for appointment to the membership on the Indiana Library and Historical Board in accordance with IC 4-23-7-2.

Section 5: The Board shall take no action which would cause the tax exempt status of ILF to be changed or revoked.

Section 6: The Directors on the Board shall serve two (2) year, staggered terms and shall be elected by the membership of ILF. Directors may serve up to 6 (six) consecutive years, subject to re-election by the membership.

Section 7: The Board shall have the authority to declare an office of ILF, director, or ALA Councilor, vacant if the individual elected is unable to serve as a result of death, leaving the state, failing to continue membership in ILF, being unable to fulfill the duties of the office, or willfully missing three (3) meetings in a row.

Section 8: The Board may adopt rules for its own governance consistent with the laws of the State of Indiana and the Articles of Incorporation and ILF Bylaws.

Article VIII: American Library Association Affiliation

ILF shall hold formal affiliation with the American Library Association, herein ALA, and shall elect a Councilor for representation on the Council of the American Library Association in accordance with the provision of the ILF Bylaws at the annual business session preceding the expiration of the term of the incumbent Councilor. The three-year term of the American Library Association Councilor shall commence at the adjournment of the American Library Association Annual Conference following election. The Councilor will transmit all proposed amendments and changes of the chapter constitution and bylaws to the ALA Constitution and Bylaws Committee for review of

compatibility with the ALA Constitution and Bylaws. In consultation with the Associations, the ILF Board may designate liaisons to affiliated organizations within ALA, such as Association for College and Research Libraries (ACRL), American Association of School Librarians (AASL), Public Library Association (PLA) and United For Libraries (for trustees, friends and foundations).

Article IX: Elections

Section 1: Prior to each annual meeting, the Board shall appoint a nominating committee, which shall consist of a representative of each association and the immediate past President, who shall serve as Chair. If the immediate past President is not available, the President may appoint another director to serve as Chair. In developing the slate of candidates to present to membership for a vote, the Nominating committee shall seek qualified candidates to create a balanced and diverse representation of types of positions, types of libraries, geography, skills and demographics that reflects the membership.

Section 2. The Secretary or designee of the Indiana Library Federation shall provide to the Chair of the nominating committee a list of the active membership. Each year the Nominating Committee shall propose the name of at least one candidate for each office. The committee shall have a written agreement to serve if elected from each person so nominated. The committee also shall receive and report to ILF the names of other candidates proposed in writing by thirty (30) or more members, provided the consent of the person (or persons) so nominated accompanies the petition presented to the committee. At least four weeks prior to the annual meeting the Secretary shall send or cause to be sent information and ballots containing the names of all nominees for all offices to all voting members whose dues are current. The chair of the Nominating committee shall report the results of the election at the business session of the annual meeting.

Section 3: In the case of tie elections or disputed elections of ILF, the ILF Board shall be the final authority for determining a process to resolve the outcome of the election, or to make a determination on the outcome of a disputed election.

Article X: Associations

Section 1: ILF shall have four (4) primary associations. Each association shall have a membership that reflects a distinct type of library affiliation. The first three permanent associations reflect members affiliated with, or having an interest in, a public library, a school library, or an academic library. The fourth association is comprised of supporters of libraries, including primarily trustees of public library boards, but also friends, foundation representatives, retirees, advocates and supporters of all libraries.

Section 2: Members of the ILF shall identify an association for their primary affiliation upon joining or renewing membership.

Section 3: The purposes of the associations are for affiliation by members and advisement the ILF Board and Executive Director about issues within their focus and on nominations and appointments.

Section 4: In consultation with, or in acceptance of nominations from each Association's membership or leadership, the ILF Board shall confirm an Association Advisory Board of 4 to 12 individuals who remain active members of ILF and have identified the association as their affiliation. At minimum, each association shall recommend a Chair, Vice-chair, Secretary and Membership Chair, whose

duties are implied by their respective titles. Vacancies in other Association leadership positions shall be filled by an appointment made by the ILF President with recommendations from the Association members.

Section 5: Each Association Advisory Board shall meet at least once a year, shall hold any meetings in coordination with the ILF office and shall submit minutes of any meeting to the ILF office. Each Association Advisory Board shall provide a written annual report to the ILF Board describing its prior and planned activities and its recommendation of leadership for the next year.

Section 6: Association Advisory Board members may be removed by the President of ILF for lack of membership, participation or positive representation of ILF or the Association or at the request of the chair for any legitimate reason.

Section 7: The ILF Board may discontinue an association if it fails to be a viable Association for two consecutive years. Lack of viability is defined as a failure to perform the requirements of an association as set forth in these bylaws and to meet other procedural requirements of ILF.

Article XI: Divisions

Section 1: Divisions may be established to meet special mutual library interests or issues identified by members.

Section 2: Members of the ILF may indicate their interest in Divisions for their affiliation upon joining or renewing membership.

Section 3: The purposes of the Divisions are for affiliation by members and advisement the ILF Board and Office about issues within their focus.

Section 4: In consultation with, or in acceptance of nominations from each Division's membership or leadership team, the ILF Board shall confirm a Division Leadership Team of 4 to 12 individuals, including a Chair, Vice Chair/Chair Elect, Secretary and Membership Chair whose duties are implied by their respective titles. In the event of the resignation of the Division Chair, the Vice Chair serves as Chair. Vacancies in other division leadership positions shall be filled by an appointment made by the ILF President with recommendations from the division members.

Section 5: Each Division Leadership Team shall meet at least once a year, shall hold any meetings in coordination with the ILF office and shall submit minutes of any meeting to the ILF office. Each Division Leadership Team shall provide a written annual report to the ILF Board describing its prior and planned activities and its recommendation of leadership for the next year.

Section 6: Division Leadership Team members may be removed by the President of ILF for lack of membership, participation or positive representation of ILF or the Division or at the request of the chair for any legitimate reason.

Section 7: A division may be discontinued if it fails to be a viable Division for two consecutive years. A lack of viability is defined as a failure to perform the requirements of a division as set forth in these bylaws and to meet other procedural requirements of ILF.

Article XII: Committees

Section 1: An Executive Committee comprised of the President, Vice President, immediate Past President, Secretary, Treasurer, and Assistant Treasurer is commissioned by and responsible to the

Board to function in behalf of the Board in matters of emergency in interim periods between regularly scheduled Board meetings. They also may act on specific tasks as delegated by the Board. The Executive Committee shall not operate to circumvent the responsibility and authority vested in the Board by the Articles of Incorporation and the ILF Bylaws. The Executive Director shall serve as a non-voting member of the Executive Committee.

Section 2: The ILF Board shall assign each standing or special committee a committee charge and shall consider reports and recommendations from committees related to programs or policies that advance the mission of the ILF.

Section 3: Members of any standing or special committee shall be appointed by the President of ILF and with the approval of the Board. The selection of committee members is a cooperative effort between the President and the Board to assure effective committees.

Section 4: Task forces that are limited in duration or purpose may be established and discontinued at the discretion of the Board, or Executive Director, with approval by the Board.

Section 5: The President and Executive Director of ILF shall be non-voting ex-officio members of all committees. Consultants may be asked to serve in an advisory capacity to ILF committees, which are connected with the interest or advancement of library services as a whole.

Section 6: Terms of membership on a committee are determined by the committee's standing rules as approved by the Board. Generally, each Standing Committee will include a Chair and Vice-Chair, and individuals with current membership, in staggered terms.

Section 7: Committee members may be removed by the President of ILF for lack of membership, participation or positive representation of ILF or at the request of the committee chair for any legitimate reason.

Article XIII: Fiscal Year

The fiscal year of ILF shall begin on the first day of January and end on the last day of December. The membership year shall begin on the first day of January and end on the last day of December. The term for all Board, Officer and leadership positions shall be on a calendar year basis.

Article XIV: Financial Matters

Section 1: The Board may authorize the Treasurer or designee by resolution to establish bank accounts, to invest funds, and to represent ILF in all financial matters.

Section 2: All checks, drafts or other orders for payment of money or transfer of funds by ILF shall be authorized by the Treasurer, or by such person or persons as the Board may designate by resolution. Checks or authorizations in the amount of five thousand dollars (\$5,000) or more must bear two (2) signatures.

Section 3: Unless authorized by the Board, no loan shall be made by or contracted on behalf of ILF.

Section 4: The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the Articles of Incorporation or ILF Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5: The Board may authorize the Treasurer to establish dedicated trusts for special member programs.

Article XV: Parliamentary Authority

In all matters not covered by the Articles of Incorporation or ILF Bylaws, the ILF shall be governed by the latest edition of *Robert's Rules of Order*.

Article XVI: Policies and Procedures

The Board shall establish written Policies and Procedures to define operational activities of ILF.

Article XVII: Legal Construction

As provided in the Indiana Nonprofit Corporation Act of 1991, as amended and/or its successors, all corporate governing documents should be read harmoniously. However, where there is a clear conflict of terms, the provision found in the more foundational document controls: the Articles of Incorporation, the Bylaws, Board policies, board committee charters, then any other documents, in that order.

Article XVIII: Amendments

These Bylaws may be amended as provided by the Articles of Incorporation.

Membership Approved April 18, 1991

Revised and Membership Approved April 7, 1994

Revised and Membership Approved April 26, 1996

Revised and Membership Approved April 7, 1998

Revised and Membership Approved March 14, 2000

Revised and Membership Approved April 10, 2001

Revised and Membership Approved May 1, 2002

Revised and Membership Approved April 13, 2004

Revised and Membership Approved January 14, 2006

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Revised and Membership Approved May 18, 2007

Revised and Membership Approved May 14, 2008

Revised and Membership Approved November 16, 2009

Revised and Membership Approved December 26, 2013

Revised and Membership Approved November 2, 2014

Revised and Membership Approved Fiscal Year Change March 9, 2017

Amended by the Board September 14, 2017 and Membership Approved By-Laws October 31, 2017