

Bylaws of the California Library Association (CLA)

ARTICLE I. NAME

The name of this organization is the California Library Association, a 501 (c) 3 non-profit public benefit corporation, 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

There shall be five categories of membership: Voting, Supporting, Institutional, Business and Honorary.

Section 2 Qualifications and Privileges

A. All members have the right to attend, speak and debate at Membership meetings. All members have the right to be present as an observer at other Association meetings. The right to be present as an observer is not extended to matters pertaining to litigation and legal matters when the attorney-client privilege applies, concerning personnel matters, or concerning other matters that The Board of Directors, hereinafter referred to as The Board, determines must, in the best interests of the Association, remain confidential.

B. Voting Member

A Voting Member is an individual engaged in the provision of library services; a student enrolled in a graduate program of library and information science; an individual interested in the development, promotion and improvement of library services; or an individual who is a life member upon payment of dues exempting the member from further payment. Only Voting Members are eligible to vote, hold elected office, and serve on committees, and receive all other member benefits.

C. Supporting Member

A Supporting Member is 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. Supporting members may participate in Association activities and receive member benefits as determined by The

33 Board, but do not have the right to vote, the right to hold office, or the right to serve
34 on committees.

35 **D. Institutional Member**

36 An Institutional member is, but is not limited to, libraries, educational institutions, and
37 non-profit organizations and institutions that support the mission of the Association.
38 Institutional members are not eligible to vote, hold elected office or serve on
39 Association committees. Institutional members may receive member benefits and shall
40 pay dues as determined by The Board.

41 **E. Business Member**

42 A Business Member is a for-profit company or organization that supports the mission
43 of the Association. Business members are not eligible to vote, hold elected office or
44 serve on Association committees. Business members may receive member benefits and
45 shall pay dues as determined by The Board.

46 **F. Honorary Member**

47 An Honorary Member is an individual who has made a substantial notable contribution
48 to libraries in California or the nation, to the profession of librarianship or has
49 rendered outstanding service to the Association, has been proposed by a Voting
50 member or an Interest Group, and has been elected by a two thirds vote of The Board.
51 An Honorary Member shall have none of the obligations of membership in the
52 Association, but shall be entitled to the rights and privileges established in these
53 Bylaws or as otherwise determined by The Board.

54 **Section 3. Admission to Membership**

55 Applications for admission to membership in any category and proposals for honorary
56 membership must be submitted electronically or in writing. The Board or an agent or
57 committee designated by The Board shall admit to membership in the appropriate
58 category those who meet the prescribed qualifications and pay required dues. The
59 Board may enter into joint membership arrangements with other library associations.

60 **Section 4. Dues and Special Assessments**

61 A. Changes in annual dues for Voting and Supporting Members shall be made by The
62 Board and approved by the affirmative vote of two-thirds of the Voting members
63 present and voting at a Membership meeting; or, through a vote in an election, by two-
64 thirds of the Voting members responding, provided that at least 10% of the Voting
65 members vote online or return their paper ballots.

66 B. The Board may enter into joint membership programs with other library associations
67 to allow for discounted members' dues. Dues shall be set by The Board in consultation
68 with the other association without the need for membership approval.

69 C. Dues shall be due and payable annually. A member whose dues have not been paid
70 45 days after the established renewal date shall have membership revoked. A member

71 whose special assessment has not been paid by the due date shall not be eligible for
72 renewal of membership upon expiration of current membership until the assessment is
73 paid.

74 D. A special assessment may be levied on the Voting members by a two-thirds vote of
75 the Voting members of the Association voting at a Membership meeting or by mail as
76 provided in Article XI. Written notice of a proposed special assessment shall have
77 been distributed to each Voting member of the Association 30 days prior to the date
78 for action on the proposed special assessment. Notification shall include the reason for
79 the assessment, the amount proposed, and the due date of the assessment.

80 Section 5. Termination of Membership

81 **A. Resignation.** A member may resign membership at any time.

82 **B. Expulsion.** A member may be suspended or expelled from membership upon a two
83 third vote of The Board, or upon decision of an independent third party adjudicator
84 appointed by The Board, for cause, other than non-payment of dues or special
85 assessments, provided that:

86 1) The member shall be notified by first-class registered mail addressed to the
87 member at the member's last address shown on the records of the Association at
88 least 15 days prior to the meeting of The Board at which such action shall be
89 considered,

90 2) The notice shall state the reasons for the action, and

91 3) The member shall have an opportunity to be heard, either in person or in
92 writing, as may be determined by The Board, in his/her own defense prior to any
93 action by The Board or the independent third party adjudicator and at least five
94 days before the effective date of the suspension or expulsion.

95 Section 6. Reinstatement to Membership

96 A. On approval of The Board or an agent or committee appointed by The Board, any
97 former member may be reinstated to membership in accordance with the Standing
98 Rules.

99 B. There shall be no reinstatement fee charged by the Association, but persons seeking
100 reinstatement shall pay dues and special assessments as provided in the Standing
101 Rules.

102 ARTICLE IV. Interest Groups

103 Section 1. Purpose

104 An Interest Group is a group organized around a type of library, type of activity, a
105 special interest or geographic area.

106 Section 2. Formation

107 An Interest Group may be established as prescribed in the Standing Rules.

108 Section 3. Membership

109 Only Voting Members or Supporting Members of the Association are eligible for
110 membership in Interest Groups.

111 Section 4. Dissolution

112 An Interest Group may dissolve pursuant to the provisions of Association Standing
113 Rules.

114 **ARTICLE V. OFFICERS**

115 Section 1. Officers.

116 The officers of the Association shall be a President, a Vice President/President Elect, the
117 Immediate Past President, a Secretary and a Treasurer. Officers shall be elected by
118 ballot pursuant to Article XI of these Bylaws. Nominations shall be conducted as set
119 forth in Article X, Section 1.A of these Bylaws.

120 Section 2. Terms of Office.

121 **A. President.** The term of office shall be for one year, at the conclusion of which, the
122 President shall automatically assume the office of Immediate Past President.

123 **B. Vice President/President Elect.** The term of office shall be for one year, at the
124 conclusion of which, the Vice President/President Elect shall automatically assume the
125 office of President.

126 **C. Immediate Past President.** The term of office shall be for one year.

127 **D. Secretary.** The term of office shall be three years.

128 **E. Treasurer.** The term of office shall be for three years.

129 **F. Unless otherwise** provided in these Bylaws, officers shall assume their duties on the
130 last day of the Annual Conference following their election and shall serve the term
131 specified in these Bylaws or until their successors are elected and assume office. No
132 member shall hold more than one office at a time and no member, except for the
133 Treasurer and Secretary shall be eligible to serve more than one full term in the same
134 office without at least a three year break in service. The Treasurer and Secretary may
135 serve no more than two consecutive terms.

136 Section 3. Vacancies:

137 **A. President.** In the event of a vacancy in the office of President, the Vice
138 President/President Elect shall assume the office of President for the remainder of the
139 unexpired term as well as for the term to which the Vice President/President Elect was
140 elected. In the event of a vacancy in both the office of President and the office of Vice

141 President/President Elect, the Immediate Past President shall assume the office of
142 President for the unexpired term.

143 **B. Vice President/President Elect.** In the event of a vacancy in the office of Vice
144 President/President Elect, a special election shall be held to fill the unexpired term.

145 **C. Immediate Past President.** In the event of a vacancy in the office of Immediate Past
146 President, the President may appoint, subject to approval by The Board, a Past
147 President who is a Voting member of the Association.

148 **D. Secretary.** In the event of a vacancy in the office of Secretary, the President shall
149 appoint, subject to approval by The Board, a qualified Voting member of the
150 Association to fill the vacancy until the time of the next annual election, at which time
151 an election shall be held to fill the unexpired portion of the term.

152 **E. Treasurer.** In the event of a vacancy in the office of Treasurer, the President shall
153 appoint, subject to approval by The Board, a qualified Voting member of the
154 Association to fill the vacancy until the time of the next annual election, at which time
155 an election shall be held to fill the unexpired portion of the term.

156 Section 4. Duties:

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

159 A. President. The President:

- 160 1) Shall serve as a member of The Board
- 161 2) Shall preside at all meetings of the Membership and Board of Directors
- 162 3) Shall fill, by appointment of a qualified Voting member of the Association, and with
163 the consent of The Board, any vacancy occurring in an elective office of the
164 Association (except for Vice President/President Elect), until the next annual election,
165 at which time an election shall be held to fill the unexpired portion of the term.
- 166 4) May call special meetings of the Membership and Board of Directors
- 167 5) Shall prepare the agenda, in consultation with the Executive Director, for each
168 meeting of the Membership and The Board
- 169 6) Shall appoint Association Committees with the consent of The Board.

170 B. Vice President/President Elect. The Vice President/President Elect shall:

- 171 1) Serve as a member of The Board and the Finance Committee
- 172 2) Assist the President and perform such duties as may be delegated or assigned by
173 the President or The Board.
- 174 3) In the absence of the President perform the duties of the President.

175 C. Immediate Past President. The Immediate Past President:

- 176 1) Shall serve as a member of The Board and chair of the Nominating Committee.
- 177 2) Assist the President and perform such duties as may be delegated or assigned by

178 the President or The Board.

179 **D. Secretary. The Secretary:**

180 1) Shall oversee the keeping of a record of the proceedings of the Membership and
181 Board of Directors meetings.

182 2) Shall oversee the keeping of a record of the members, including names and
183 addresses and the categories of membership held by each.

184 3) Shall oversee the maintenance of the official records of the Association.

185 **E. Treasurer. The Treasurer:**

186 1) Shall serve as a member of The Board and chair of the Finance Committee.

187 2) Shall insure that adequate and correct books and records of account are kept.

188 3) Shall oversee submittal of reports, including an annual audit, of the financial status
189 of the Association to The Board and the membership.

190 **ARTICLE VI. AMERICAN LIBRARY ASSOCIATION (ALA) CHAPTER**
191 **COUNCILOR**

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

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

196 **Section 2. Duties**

197 The ALA Chapter Councilor shall:

198 A. Advise and coordinate the mutual activities and programs of the Association
199 and the American Library Association.

200 B. Serve as a member of The Board.

201 **Section 3. Vacancies**

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

206 **ARTICLE VII. EXECUTIVE DIRECTOR**

207 **Section 1. Duties.**

208 The Executive Director shall be chief administrative officer of the Association.

209 **Section 2. Vacancy**

210 In the absence of an Executive Director, The Board shall determine who, including

211 members of The Board, staff and others, shall fulfill the Executive Director's duties.
212 During those absences, any reference to Executive Director in these Bylaws shall be
213 interpreted to mean the person, persons or entities designated to fulfill those duties.

214 **ARTICLE VIII. STUDENT REPRESENTATIVE**

215 Section 1. Election and Term of Office

216 The Student Representative shall be elected by the Association. The term of the
217 Student Representative will be two years. The candidate must be a current (registered)
218 graduate student in a Library and Information Science program and meet the
219 requirements of a member in good standing (active and voting) of the Association at
220 the time of the election in order to be considered for office.

221 Section 2. Vacancies.

222 In the event of a vacancy in the position of Student Representative, the President,
223 with the approval of The Board, shall appoint a qualified Voting member of the
224 Association to fill the position until the time of the next annual election, at which time
225 an election shall be held to fill the unexpired portion of the term.

226 **ARTICLE IX. MEETINGS**

227 Section 1. Annual Conference

228 An annual conference of members shall be scheduled by The Board.

229 Section 2. Membership Meetings

230 A. An annual Membership meeting shall be held in conjunction with the Annual
231 Conference unless otherwise determined by the Board.

232 B. Special meetings of the membership:

233 1) May be called between annual meetings by the President, or The Board.

234 2) A special meeting of the membership shall be called upon the written request
235 of 5% of the Voting members of the Association.

236 3) All requests for special meetings shall be submitted to the President. The date
237 for the special meeting shall be set for not less than thirty-five and no more than
238 ninety days after receipt of the request. Only the business specified for action in
239 the call of the special meeting may be transacted.

240 C. Notice:

241 1) The Executive Director shall distribute to each Voting member of record notice
242 of any Membership meeting stating the place, day, and time of the meeting and
243 any business to be considered for which notice is required by statute or these
244 Bylaws.

245 2) Notice of regular meetings shall be distributed not less than twenty days nor
246 more than 90 days prior to the date of such meeting.

247 3) Notice of special meetings shall be distributed within twenty days after receipt
248 of the request for the meeting.

249 D. Quorum: The number of Voting members necessary to constitute a quorum shall be
250 seventy one. If a quorum is initially present, the membership may continue to transact
251 business, notwithstanding the withdrawal of enough members to leave less than a
252 quorum, if any action taken other than adjournment is approved by at least a majority
253 of the members required to constitute a quorum for the meeting, or such greater
254 number as is required by these Bylaws. If less than 1/3 of the Voting members are
255 present at the meeting, only matters which are specified for action in the notice of
256 the meeting may be voted on.

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

260 **ARTICLE X. GOVERNANCE**

261 Section 1. Board of Directors

262 A. Membership.

263 The Board of Directors shall consist of the President, the Vice President/President
264 Elect, the Immediate Past President, the Secretary, the Treasurer, the ALA Chapter
265 Councilor and one student board representative and six (6), eight (8) or ten (10)
266 members elected as at-large Directors. The exact number of at-large Directors and the
267 number to be elected each year shall be determined by a resolution of The Board,
268 provided the at-large Directors resolution is adopted at-least six months in advance of
269 any election of at-large Directors. The total number of Board of Directors members shall
270 be an odd number.

271 B. Term.

272 1) Association officers, the ALA Chapter Councilor and the student board
273 representative shall serve on The Board during their full term of office.

274 2) The at-large Directors shall serve staggered terms as determined by a resolution
275 of The Board. Except to fill vacant unexpired terms or special terms of service,
276 each at-large Director shall be elected to serve a term of three years.

277 3) All officers and other members of The Board shall serve until the last day of the
278 Annual Conference held during the year in which their successors are chosen, unless
279 The Board changes the terms as provided elsewhere in this section.

280 4) In the case that the Annual Conference is not held during the year that terms

281 would normally end or at the time of year in which it is normally held, The Board
282 may shorten or extend the terms of any incumbent officers and other members of
283 The Board. This requires a unanimous vote of the Executive Committee and a three-
284 fourths vote of the Board. The terms shall not be extended more than one year at
285 the longest and shall apply only to current incumbents with terms expiring and their
286 immediate successors. Notice of any such proposed action shall be made to the
287 membership at least seven (7) days in advance and results and rationale for such a
288 vote shall be made available to the membership as soon as possible after the action.

289

290 C. Vacancies.

291 1) Vacancies on The Board in the position of an Association officer or the ALA
292 Chapter Councilor shall be filled as stated elsewhere in these Bylaws.

293 2) Vacancies on The Board in the position of a member elected at large shall be filled
294 by appointment of the President, with the approval of The Board. That individual
295 will serve until the time of the next annual election, at which time an election
296 shall be held to fill the unexpired portion of the term.

297 D. Duties.

298 In addition to such other duties as may be prescribed in these Bylaws and the Standing
299 Rules or limitations established in these Bylaws, The Board may set policy of the
300 Association that is not inconsistent with the mandates and policies determined by the
301 membership and shall:

302 1) Set broad general policy for the Association and plan the direction of the
303 Association.

304 2) Conduct the business of the Association.

305 3) Establish the Association Standing Rules.

306 4) Adopt the budget, review financial reports and recommend annual dues to the
307 membership.

308 5) Evaluate Association activities.

309 6) Approve petitions for recognition and changes in status of Interest Groups

310 7) Establish committees.

311 8) Appoint, employ and evaluate the Executive Director who shall be the
312 administrator of the headquarters and who shall be responsible to The Board

313 9) Determine the time and place of the Annual Meeting.

314 10) Be subject to the orders of the Association, and none of its acts shall conflict
315 with action taken by the membership of the Association.

- 316 11) Provide for appropriate action on all applications for membership.
317 12 Be responsible for Association publications, social media and other
318 communications methods.
319 13) Provide for development and maintenance of procedural documents related to
320 these Bylaws.
321 14) Review and revise existing Association policies, except in these Bylaws, for
322 consistency of intent and language with such new policies as may be adopted
323 from time to time by the membership.

324

325 **E. Meetings, Notice and Quorum.**

- 326 1) The Board shall meet as frequently as necessary to meet its obligations in the
327 operation of the Association, but not less than twice a year. Meetings may be
328 called by the President, Vice President/President Elect, Immediate Past
329 President, Secretary, or any two members of The Board.
- 330 2) Special Meetings of The Board may be called by the President or by a majority
331 of The Board. Only the business mentioned in the call of the Special Meeting shall
332 be transacted.
- 333 3) Meetings may be held through the use of conference telephone, electronic
334 video screen communication, or similar communications equipment so long as all
335 members participating can hear one another. No meeting may be held by
336 electronic mail.
- 337 4) Notice. Regular meetings of The Board may be held without notice if the time and
338 place of the meetings are fixed by the Bylaws or The Board. Notice of special
339 meetings shall be given personally or sent electronically, including via electronic
340 mail or voice message not less than 48 hours prior to the date of the meeting.
- 341 5) Quorum. Two-thirds of the members of The Board shall constitute a quorum. If
342 a quorum is initially present, The Board may continue to transact business,
343 notwithstanding the withdrawal of members, if any action taken is approved by at
344 least a majority of the required quorum for such meeting, or such greater number
345 as is required by these Bylaws.
- 346 6) Conduct of Business. The Board may conduct its business at regular and special
347 meetings.
- 348 7) A majority of the members of The Board present, whether or not a
349 quorum is present, may adjourn any meeting to another time and place. If
350 the meeting is adjourned for more than 24 hours, notice of an adjournment
351 to another time or place shall be given prior to the time of the adjourned

352 meeting to the members of The Board who were not present at the time of
353 the adjournment.

354 8) Action without a Meeting. Any action required or permitted to be taken by The
355 Board or any committee may be taken without a meeting if all members,
356 individually or collectively, consent in writing to the action. The written consents
357 may be sent via electronic mail but shall not be valid if they include any comments or
358 amendments. The written consents shall be filed with the minutes of the
359 Association. An action taken by written consent shall have the same force and
360 effect as a unanimous vote of The Board.

361 9) Each member of The Board shall have one vote on each matter presented to The
362 Board for action. A member of The Board shall not vote by proxy.

363 ARTICLE XI. COMMITTEES

364 Section 1. Classes of Committees

365 1) The committees of the Association shall be of two classes: Standing
366 Committees and Special Committees.

367 2) Standing committees shall be continuing groups within the Association's
368 organizational structure implementing policies of The Board and
369 overseeing basic functions of the Association.

370 3) Special committees shall be established for a stated period organized
371 around a limited purpose or mission by the President or The Board. They
372 may also be referred to as Task Forces or Working Groups.

373 Section 2. Committees

374 1) Standing Committees and Special Committees may be created by these
375 Bylaws or The Board.

376 2) Standing Committees and Special Committees shall have a charge in the
377 motion or action by which they are established and included in the Standing
378 Rules. In addition, Special Committees shall have a sunset date.

379 3) Unless otherwise provided for in these Bylaws, the President shall determine
380 the number of committee members on each committee.

381 4) Unless otherwise provided for in these Bylaws, chairs and members of
382 committees shall be appointed by the President.

383

384

385 Section 3. Executive Committee

- 386 1) In addition to other committees in this Article, there shall be an Executive
387 Committee.
- 388 2) The Executive Committee shall consist of the officers of the Association,
389 which are: President, Vice President/President Elect, Immediate Past
390 President, Secretary and Treasurer.
- 391 3) The Executive Committee shall have all the authority of The Board, within
392 limitations, when The Board is not meeting. The Executive Committee may
393 resolve emergency matters that need to be acted on promptly and shall
394 inform all members of The Board of their action promptly and include that
395 action in the next meeting minutes of The Board.
- 396 4) The Executive Committee shall not have the authority of The Board in
397 respect to:
- 398 a. The approval of any action for which the law also requires approval of
399 The Board
 - 400 b. Adopt the budget;
 - 401 c. The filling of vacancies on The Board, and
 - 402 d. The creation of Standing Committees and Special Committees.

403 Section. 4. Awards, Scholarships and the California Library Hall of Fame Committees

- 404 1) In addition to the other committees in this Article, there shall be Awards,
405 Scholarships and California Library Hall of Fame Committees to manage and
406 select awardees, recipients and inductees.
- 407 2) The President shall appoint members of the various committees granting
408 awards and scholarships. The President shall also appoint members to the
409 California Library Hall of Fame Committee.
- 410 3) Depending on the terms of the award or scholarship, the members shall
411 come from the Association's membership, specific Standing Committees or
412 Interest Groups. The California Library Hall of Fame inductees shall be
413 selected by a committee of the Library History Interest Group.
- 414 4) If an awards or scholarship committee is made up of both members and
415 non-members of the Association, the President shall appoint only the
416 members of the Association to the committee. The other members shall be
417 selected according to the rules or practices of the other group or
418 organization.

419

420 Section 5. President’s Role on Committees

421 The President shall be a voting member, ex officio, of all Standing and
422 Special Committees except the Nominating Committee.

423 Section 6. Transitional Provisions

424 1) The Standing Committees in existence at the time of the 2025 amendments
425 of this Article shall continue with the same name, charge and other
426 characteristics unless and until they are changed by The Board.

427 2) Any of the Working Committees in existence at the time of the 2025
428 amendments of this Article, except for those of temporary or limited
429 character, shall continue as Standing Committees with the same name,
430 charge and other characteristics unless and until they are changed by The
431 Board.

432

433 **ARTICLE XII. VOTING AND ELECTIONS**

434 Section 1. Annual Election

435 The official ballot for the annual election shall contain the names of the candidates for
436 Association officers, ALA Chapter Councilor, the Student Representative and members of
437 The Board whose terms are expiring. The ballot may also contain items of business
438 requiring a vote of the Voting members of the Association as determined by The Board.

439 Section 2. Other Voting

440 Unless otherwise provided in these Bylaws, issues requiring a decision of the Voting
441 members may be put to a vote conducted either at a Membership meeting or through an
442 election, as determined by The Board. When it is determined to conduct an election, the
443 ballot shall state the proposed action, and provide a place for the member to vote yes or
444 no.

445 Section 3. Nomination Process

446 1) The President, with the approval of The Board, shall appoint the Nominating
447 Committee of seven members and chaired by the Association’s Immediate Past
448 President. The appointed members shall be representative of the diverse
449 constituencies of the Association. Three of the members shall be current members of
450 the Leadership Development Committee. No member of The Board, except the
451 Immediate Past President, may serve on this committee. The President shall appoint
452 the Nominating Committee in time for it to complete its work and have elections be
453 held in a timely manner prior to the end of the terms of officers and members of The
454 Board.

- 455 2) The Nominating Committee shall:
- 456 a. Prepare a slate of at least one or more eligible candidates for each office or
457 position to be filled at the time of the next annual election. A member may be a
458 candidate for only one Association office or position during any annual election.
- 459 b. Obtain written consent from each candidate before placing that person's name on
460 the slate.
- 461 c. Report the slate of candidates to the Association President and Executive Director.
- 462 3) Nomination by Petition.
- 463 a. Such nominations shall be accompanied by the written consent of the nominee(s)
464 and shall be subject to provisions elsewhere in this Section. The petition shall be
465 presented to the Executive Director within 25 days following the announcement of
466 the slate of candidates to the membership. A candidate nominated by petition shall
467 be afforded similar opportunities for announcement of candidacy to the membership
468 as those afforded a candidate nominated by the Nominating Committee.
- 469 b. Nominations of qualified candidates for Vice President/ President Elect, and
470 Treasurer in the year of the expiration of the incumbent's term, may be placed on
471 the ballot upon petition of 2% of the Voting members of the Association.
- 472 c. Nominations for other Board Members may be placed on the ballot upon petition
473 of 25 Voting members of the Association.
- 474 4) No candidate may be a member of the current Nominating Committee.

475 **Section 4. Conduct of Voting and Elections**

476 Voting members will have the option of voting online or requesting a paper ballot. Paper
477 ballots shall be distributed to Voting members at their address on record. Paper ballots
478 shall be returned to the Headquarters office. All ballots shall provide a reasonable time to
479 vote online or return the paper ballot.

480 **Section 5. Vote Required for Election.**

- 481 A. For officers, a majority of those voting shall elect. With respect to races for which
482 more than one position is open (for example, two director at-large positions), the
483 candidates with the largest number of votes will fill the first position, the candidate
484 with the second largest number of votes will fill the second position, and so forth.
- 485 B. For Board members at large, a plurality shall elect.
- 486 C. Unless otherwise provided in these Bylaws, a majority vote of those voting shall
487 determine the outcome of elections provided that at least 10% of the Voting
488 members vote online or return their paper ballots.
- 489 D. In the event of a tie, the tie shall be broken by drawing of lots in the manner

490 determined by The Board.

491 **Section 6.**

492 The Executive Director shall coordinate the election process and shall certify the results
493 in a report to be disseminated to members of The Board. The results of the annual
494 election shall be announced at the Annual Conference. Results of all elections, including
495 vote totals, shall be announced to the membership through electronic mail, on the
496 Association's website and through other means.

497 **Section 7.**

498 There shall be no proxy voting at any Association meeting.

499 **ARTICLE XIII. FINANCE**

500 **Section 1.**

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

502 **Section 2.**

503 The Association shall maintain an annual budget. The budget for each fiscal year shall
504 be adopted by The Board prior to the beginning of that fiscal year.

505 **Section 3.**

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

508 **Section 4.**

509 The Treasurer shall submit quarterly statements to The Board and annual reports to
510 the membership.

511 **Section 5.**

512 No officer, employee, or committee shall expend any money not provided in the
513 budget as adopted or spend any money in excess of the budget allotment except by
514 order of The Board. The Board shall not commit the Association to any financial
515 obligation in excess of its financial resources.

516 **Section 6.**

517 1) There shall be a Finance Committee which includes the Treasurer (Chair), Vice
518 President/President Elect, one board member selected by The Board, and three
519 non-Board members recommended by the Leadership Development Committee.
520 Non-Board members will possess expertise in finance and budgeting.

521 2) The Treasurer serves a three year term as Chair of the committee. The Vice
522 President/President Elect serves a one year term. The Board member serves a one

523 year term, with up to three consecutive one year terms possible. The three non-
524 Board members serve three year terms, with a second three year term possible for
525 continuity.

526 3) Under the direction of the Treasurer, the Finance Committee assures adequate
527 and correct books and records of accounts, oversees the management of the
528 Association's investments, and reports on the financial status of the Association to
529 The Board and membership.

530 4) The Finance Committee may conduct its business at regular or special meetings.
531 A quorum for conduct of business shall consist of a majority of the members of the
532 Committee.

533

534 **Article XIV. Affiliation with Other Associations.**

535 Section 1. The Board reserves the authority to affiliate the Association with other
536 organizations or associations having a purpose or interests similar to those of the
537 Association. Depending on the nature of the other organization or association, it may
538 be appropriate to exchange liaisons or representatives to one another's governing
539 boards.

540 Section 2. Committees and Interest Groups may affiliate with other organizations
541 upon approval of The Board.

542 Section 3. Affiliates may receive benefits and shall pay dues, if any, as determined by
543 The Board.

544 **Article XV. Conflict of Interest.**

545 Association leaders, including officers, members of The Board, members of Committees
546 and the Executive Director shall not use their positions for personal gain. An Association
547 leader shall not vote or attempt to influence the vote of others on the subject of the
548 conflict of interest. Any member under consideration for an appointment to serve as an
549 Association leader shall, upon request, disclose any relationships or potential
550 relationships that could be construed as posing a conflict of interest relating to existing
551 or proposed service. Existing or potential conflicts of interest may be taken into
552 consideration in the nomination or appointment process. Both paid and unpaid
553 affiliations should be disclosed. The Board may approve appropriate policies and forms to
554 implement this article.

555 **ARTICLE XVI. DISSOLUTION**

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

558 **Section 1.**

559 All liabilities and obligations shall be paid, satisfied and discharged or adequate
560 provision shall be made there for.

561 **Section 2.**

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

565 **Section 3.**

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

573 **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

574 The rules contained in the current edition of Roberta’s Rules of Order, current version
575 shall govern the Association in all cases to which they are applicable and in which they
576 are not inconsistent with these Bylaws, the Standing Rules of the Association, or any
577 statutes applicable to this Association.

578 **ARTICLE XVIII. A MENDMENTS**

579 **Section 1.**

580 All proposals for amending these Bylaws shall be submitted to The Board which shall
581 establish procedures for consideration of each proposal.

582 **Section 2.**

583 Notice of proposed amendments shall be distributed to all Voting members at least thirty
584 days prior to the vote at a Membership meeting or deadline to vote online or for return
585 of paper ballots, in accordance with the provision of Article XII.

586 **Section 3.**

587 These Bylaws may be amended at a Membership meeting by the affirmative vote of two-
588 thirds of the Voting members present and voting at a Membership meeting; or, through a

589 vote in an election, by two-thirds of the Voting members responding, provided that at
590 least 10% of the Voting members vote online or return their paper ballots.

591 **Bylaws:**
592 **Adopted: October 7, 2011**
593 **Revised: November 5, 2012**
594 **Revised: October 23, 2013**
595 **Revised: October 20, 2015**
596 **Revised: October 20, 2017**
597 **Revised: October 18, 2018**
598 **Revised: November 2, 2020**
599 **Revised: October 28, 2022**
600 **Revised: January 31, 2025**