

# 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 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. 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 Board of Directors, but do not have the right to vote, the right to hold office, or the right to serve on committees.

#### **D. Institutional Member**

An Institutional member is, but is not limited to, libraries, educational institutions, and non-profit organizations and institutions that support the mission of the Association.

Institutional members are not eligible to vote, hold elected office or serve on association committees. Institutional members may receive member benefits and shall pay dues as determined by the Board of Directors.

#### **E. Business Member**

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

#### **F. Honorary Member**

An Honorary Member is an individual who has made a substantial 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 an Interest Group, and has been elected by a two thirds vote of the Board of Directors. An Honorary Member shall have none of the obligations of membership in the Association, but shall be entitled to the rights and privileges established in these Bylaws or as otherwise determined by the Board of Directors.

### **Section 3. Admission to Membership**

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

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

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

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

C. Dues shall be due and payable annually. A member whose dues have not been paid 45 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.

D. 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 XI. Written notice of a proposed special assessment shall have been distributed 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 a two third vote of the Board of Directors, or upon decision of an independent third party adjudicator appointed by the Board of Directors, for cause, other than non-payment of dues or special assessments, provided that:

- 1) 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 days prior to the meeting of the Board of Directors at which such action shall be considered,
- 2) The notice shall state the reasons for the action, and
- 3) The member shall have an opportunity to be heard, either in person or in writing, as may be determined by the Board of Directors, in his/her own defense prior to any action by the Board of Directors or the independent third party adjudicator and at least five days before the effective date of the suspension or expulsion.

## Section 6. Reinstatement to Membership

A. On approval of the Board of Directors or an agent or committee appointed by the Board of Directors, 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. Interest Groups

## Section 1. Purpose

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

## Section 2. Formation

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

Section 3. Membership

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

Section 4. Dissolution

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

**ARTICLE V. 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. Officers shall be elected by ballot pursuant to Article XI of these Bylaws. Nominations shall be conducted as set forth in Article X, Section 1.A of these Bylaws.

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 term of office shall be three years.
- 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, except for the Treasurer and Secretary shall be eligible to serve more than one full term in the same office without at least a three year break in service. The Treasurer and Secretary may serve no more than two consecutive terms.

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 Board of Directors, a Past President who is a Voting member of the Association.

**D. Secretary.** In the event of a vacancy in the office of Secretary, the President shall appoint, subject to approval by the Board of Directors, 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.

**E. Treasurer.** In the event of a vacancy in the office of Treasurer, the President shall appoint, subject to approval by the Board of Directors, 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 Board of Directors
- 2) Shall preside at all meetings of the Membership and Board of Directors
- 3) Shall fill, by appointment of a qualified Voting member of the Association, and with the consent of the Board of Directors, any vacancy occurring in an elective office of the Association (except for Vice President/President Elect), 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 and Board of Directors
- 5) Shall prepare the agenda, in consultation with the Executive Director, for each meeting of the Membership and the Board of Directors
- 6) Shall appoint Association Committees with the consent of the Board of Directors.

##### B. Vice President/President Elect.

The Vice President/President Elect shall:

- 1) Serve as a member of the Board of Directors and the Finance Committee
- 2) Assist the President and perform such duties as may be delegated or assigned by the President or the Board of Directors.
- 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 Board of Directors and chair of the Nominating Committee.

2) Assist the President and perform such duties as may be delegated or assigned by the President or the Board of Directors.

**D. Secretary.**

The Secretary:

- 1) Shall oversee the keeping of a record of the proceedings of the Membership and Board of Directors meetings.
- 2) Shall oversee the keeping of a record of the members, including names and addresses and the categories of membership held by each.
- 3) Shall oversee the maintenance of the official records of the Association.

**E. Treasurer.**

The Treasurer:

- 1) Shall serve as a member of the Board of Directors and chair of the Finance Committee.
- 2) Shall insure that adequate and correct books and records of account are kept.
- 3) Shall oversee submittal of reports, including an annual audit, of the financial status of the Association to the Board of Directors and the membership.

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

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

The ALA Chapter Councilor shall be elected by the Association membership 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 Board of Directors.

### **Section 3. Vacancies**

In the event of a vacancy in the position of ALA Chapter Councilor, the President, with the approval of the Board of Directors, 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 VII. EXECUTIVE DIRECTOR**

### **Section 1. Duties.**

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

## Section 2. Vacancy

In the absence of an Executive Director, the Board of Directors shall determine who, including members of the Board of Directors, staff and others, shall fulfill the Executive Director's duties. During those absences, any reference to Executive Director in these Bylaws shall be interpreted to mean the person, persons or entities designated to fulfill those duties.

## **ARTICLE VIII. STUDENT REPRESENTATIVE**

### Section 1. Election and Term of Office

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

### Section 2. Vacancies.

In the event of a vacancy in the position of Student Representative, the President, with the approval of the Board of Directors, 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 IX. MEETINGS**

### Section 1. Annual Conference

An annual conference of members shall be scheduled by the Board of Directors.

### Section 2. Membership Meetings

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

B. Special meetings of the membership:

- 1) May be called between annual meetings by the President, or the Board of Directors.
- 2) A special meeting of the membership shall be called upon the written request of 5% of the Voting members of the Association.
- 3) 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 and no more than ninety days after receipt of the request. Only the business specified for action in the call of the special meeting may be transacted.

C. Notice:

- 1) The Executive Director shall distribute to each Voting member of record 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 distributed not less than twenty days nor more than 90 days prior to the date of such meeting.

3) Notice of special meetings shall be distributed 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 seventy-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 specified for action 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. Board of Directors**

#### **A. Membership.**

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

#### **B. Term.**

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

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

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

4) In the case that the Annual Conference is not held during the year that terms would normally end or at the time of year in which it is normally held, the Board of Directors may shorten or extend the terms of any incumbent officers and other members of the

Board of Directors. This requires a unanimous vote of the Executive Committee and a three-fourths vote of the Board. The terms shall not be extended more than one year at the longest and shall apply only to current incumbents with terms expiring and their immediate successors. Notice of any such proposed action shall be made to the membership at least seven (7) days in advance and results and rationale for such a vote shall be made available to the membership as soon as possible after the action.

#### C. Vacancies.

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

#### 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 Board of Directors may set policy of the Association that is not inconsistent with the mandates and policies determined by the membership and shall:

- 1) Set broad general policy for the Association and plan the direction of the Association.
- 2) Conduct the business of the Association.
- 3) Establish the Association Standing Rules.
- 4) Adopt the budget, review financial reports and recommend annual dues to the membership.
- 5) Evaluate Association activities.
- 6) Approve petitions for recognition and changes in status of Interest Groups
- 7) Establish committees.
- 8) Appoint, employ and evaluate the Executive Director who shall be the administrator of the headquarters and who shall be responsible to the Board of Directors
- 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 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.

15) Prescribe and publish with these Bylaws the qualification for each category of membership.

#### E. Meetings, Notice and Quorum.

1) The Board of Directors 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 Board of Directors may be called by the President or by a majority of the Board of Directors. 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 distribute written notice to each Director of any Board of Directors meeting stating the place, day, and hour. Notice of regular meetings shall be sent not less than ten days prior to the date of such meeting. Notice of special meetings shall be given personally or sent electronically, including via electronic mail and voice message not less than 48 hours prior to the date of the meeting.

5) Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum. If a quorum is initially present, the Board of Directors 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 Board of Directors may conduct its business at regular and special meetings.

7) Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members consent in writing to the action. The written consents shall be filed with the minutes of the Association. An action taken by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE XI. COMMITTEES

Section 1. Executive Committee

1) Composition. The composition of the Executive Committee will be the officers of the Association, which are: The President, President Elect, Past President, the Secretary and the Treasurer.

2) Duties and Responsibilities.

Members of the Executive Committee are the President, President-Elect, Past President, Secretary and Treasurer. The Executive Committee has the power to act for the Board, within limitations, when the Board is not meeting. The Executive Committee may resolve emergency matters that need to be acted on promptly and shall inform the full Board of their action promptly and include that action in the next Board meeting minutes.

Section 2. Standing Committees

A. Leadership Development Committee

1) *Duties. The Leadership Development Committee shall:*

- a. Recommend, develop, promote and support leadership development programs, activities and materials.
- b. Explore new leadership trends, partnerships and effective practices to create leading edge learning opportunities.

B. Finance Committee

1) Composition. The Finance Committee includes the Treasurer (Chair), the President Elect, one board member selected by the Board of Directors, and three non-board members recommended by the Leadership Development Committee. Non-board members will possess expertise in finance and budgeting.

2) Terms. The Treasurer serves a three year term as Chair of the committee. The President Elect serves on this committee for her/his one year term as President Elect. The board member serves a one year term, with up to three consecutive one year terms possible. The three non-board members serve three year terms, with a second three year term possible for continuity.

3) Duties. Under the direction of the Treasurer, the Finance Committee assures adequate and correct books and records of accounts, oversees the management of the association’s investments, and reports on the financial status of the association to the Board of Directors and membership.

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

## C. Advocacy and Legislation Committee

### 1) *Duties and Responsibilities*

- a. Establish and maintain an effective legislative and advocacy network.
- b. Keep the Association informed on state and federal legislation affecting libraries. c. Promote legislative and advocacy support for library legislation.
- d. Encourage the understanding and involvement of membership in the legislative process.
- e. Present recommendations for legislative positions to the Board of Directors, or to the Executive Committee in between Board meetings
- f. In an emergency, the Advocacy and Legislation Committee may act on legislation without the formal approval of the Board, but with the consent of the President.

## D. Bylaws and Governance Committee

### 1) *Duties and Responsibilities*

- a. Reviews and study the Bylaws and Standing Rules and recommends amendments and changes to either document to Board of Directors or Executive Committee in between regularly scheduled meetings of the Board of Directors
- b. Receives and processes all proposed amendments to the Bylaws and Standing Rules received from members and units of the Association. The Committee will edit any proposed amendments to state them in proper form but will not change the intent of the proposed amendment.
- c. Makes recommendations to the Board of Directors or Executive Committee in between regularly scheduled meetings of the Board of Directors regarding proposed amendments to the Bylaws and Standing Rules.
- d. Gives notice of proposed amendments to Bylaws and Standing Rules to the members of Association and/or membership in advance of the Annual Meeting when the proposed amendments will be considered.
- e. Check the operating procedures of the standing and working committees including special interest groups to insure that they are not in conflict with the Association.
- f. Assures that all proposed amendments to the Bylaws and Standing Rules for membership vote shall be accompanied by an information statement to provide a factual background or statements for and against the proposed changes

## E. Additional Standing Committees may be established by the Board of Directors

### Section 3: Working Committees

Working Steering committees may be established by the President or the Board of Directors.

## Section 4: President Role on Committees

The President shall be a member, ex officio, of all standing and working committees except the Nominating Committee.

# **ARTICLE XII. VOTING AND ELECTIONS**

## Section 1. Annual Election

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

## Section 2. Other Voting

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 through an election, as determined by the Board of Directors. When it is determined to conduct an election, the ballot shall state the proposed action, and provide a place for the member to vote yes or no.

## Section 3. Nomination Process

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

- a. Prepare a slate of at least one or more eligible candidates 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.

### 3) Nomination by Petition.

- a. 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.

b. 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.

c. Nominations for other Board Members may be placed on the ballot upon petition of 25 Voting members of the Association.

4) No candidate may be a member of the current Nominating Committee.

#### Section 4. Conduct of Voting and Elections

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

#### Section 5. Vote Required for Election.

A. For officers, a majority of those voting shall elect. With respect to races for which more than one position is open (for example, two director at-large positions), the candidates with the largest number of votes will fill the first position, the candidate with the second largest number of votes will fill the second position, and so forth.

B. For Board members at large, a plurality shall elect.

C. Unless otherwise provided in these Bylaws, a majority vote of those voting shall determine the outcome of elections provided that at least 10% of the Voting members vote online or return their paper ballots.

D. In the event of a tie, the tie shall be broken by drawing of lots in the manner determined by the Board of Directors.

#### Section 6.

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

#### Section 7.

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 Board of Directors 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 Board of Directors and annual reports to the membership.

## 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 Board of Directors. The Board of Directors shall not commit the Association to any financial obligation in excess of its financial resources.

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

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

Section 2. Committees and Interest Groups may affiliate with other organizations upon approval of the Board of Directors.

Section 3. Affiliates may receive benefits and shall pay dues, if any, as determined by the Board of Directors.

## **Article XV. Conflict of Interest.**

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

## **ARTICLE XVI. 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 XVII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberta's Rules of Order, current version 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 XVIII. AMENDMENTS**

### **Section 1.**

All proposals for amending these Bylaws shall be submitted to the Board of Directors which shall establish procedures for consideration of each proposal.

### **Section 2.**

Notice of proposed amendments shall be distributed to all Voting members at least thirty days prior to the vote at a Membership meeting or deadline to vote online or for return of paper 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, through a vote in an election, by two-thirds of the Voting members responding, provided that at least 10% of the Voting members vote online or return their paper ballots.

**Bylaws:**

**Adopted: October 7, 2011**

**Revised: November 5, 2012**

**Revised: October 23, 2013**

**Revised: October 20, 2015**

**Revised: October 20, 2017**

**Revised: October 18, 2018**

**Revised: November 2, 2020**