

# 1 Bylaws of the California Library 2 Association (CLA)

## 3 **ARTICLE I. NAME**

4 The name of this organization is the California Library Association, a 501 (c) 3 non-  
5 profit public benefit corporation, hereinafter referred to as the Association.

## 6 **ARTICLE II. MISSION**

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

## 9 **ARTICLE III. MEMBERSHIP**

### 10 **Section 1. Categories**

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

### 13 **Section 2 Qualifications and Privileges**

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

### 20 **B. Voting Member**

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

### 27 **C. Supporting Member**

28 A Supporting Member is an individual who is not currently gainfully employed in the  
29 provision of library services in California, who supports the mission of the Association  
30 and who desires to support the Association monetarily. Supporting members may  
31 participate in association activities and receive member benefits as determined by the  
32 Board of Directors, but do not have the right to vote, the right to hold office, or the  
33 right to serve on committees.

34 **D. Institutional Member**

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

40 **E. Business Member**

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

45 **F. Honorary Member**

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

53 **Section 3. Admission to Membership**

54 Applications for admission to membership in any category and proposals for honorary  
55 membership must be submitted electronically or in writing. The Board of Directors or  
56 an agent or committee designated by the Board of Directors shall admit to membership  
57 in the appropriate category those who meet the prescribed qualifications and pay  
58 required dues. The Board of Directors may enter into joint membership arrangements  
59 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 of Directors and approved by the affirmative vote of two-thirds of the Voting  
63 members present and voting at a Membership meeting; or, through a vote in an election,  
64 by two-thirds of the Voting members responding, provided that at least 10% of the  
65 Voting members vote online or return their paper ballots.

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

70 C. Dues shall be due and payable annually. A member whose dues have not been paid  
71 45 days after the established renewal date shall have membership revoked. A member  
72 whose special assessment has not been paid by the due date shall not be eligible for

73 renewal of membership upon expiration of current membership until the assessment is  
74 paid.

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

## 81 **Section 5. Termination of Membership**

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

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

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

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

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

## 97 **Section 6. Reinstatement to Membership**

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

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

## 104 **ARTICLE IV. Interest Groups**

### 105 **Section 1. Purpose**

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

### 108 **Section 2. Formation**

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

110 **Section 3. Membership**

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

113 **Section 4. Dissolution**

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

116 **ARTICLE V. OFFICERS**

117 **Section 1. Officers.**

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

122 **Section 2. Terms of Office.**

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

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

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

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

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

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

138 **Section 3. Vacancies:**

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

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

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

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

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

158 **Section 4. Duties:**

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

161 **A. President. The President:**

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

173 **B. Vice President/President Elect. The Vice President/President Elect shall:**

- 174 1) Serve as a member of the Board of Directors and the Finance Committee
- 175 2) Assist the President and perform such duties as may be delegated or assigned by  
176 the President or the Board of Directors.
- 177 3) In the absence of the President perform the duties of the President.

178 **C. Immediate Past President. The Immediate Past President:**

- 179 1) Shall serve as a member of the Board of Directors and chair of the Nominating  
180 Committee.
- 181 2) Assist the President and perform such duties as may be delegated or assigned by  
182 the President or the Board of Directors.

183 **D. Secretary. The Secretary:**

- 184 1) Shall oversee the keeping of a record of the proceedings of the Membership and

185 Board of Directors meetings.

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

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

189 **E. Treasurer. The Treasurer:**

190 1) Shall serve as a member of the Board of Directors and chair of the Finance  
191 Committee.

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

193 3) Shall oversee submittal of reports, including an annual audit, of the financial status  
194 of the Association to the Board of Directors and the membership.

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

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

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

201 **Section 2. Duties**

202 The ALA Chapter Councilor shall:

203 A. Advise and coordinate the mutual activities and programs of the Association  
204 and the American Library Association.

205 B Serve as a member of the Board of Directors.

206 **Section 3. Vacancies**

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

211 **ARTICLE VII. EXECUTIVE DIRECTOR**

212 **Section 1. Duties.**

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

214 **Section 2. Vacancy**

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

219 those duties.

## 220 **ARTICLE VIII. STUDENT REPRESENTATIVE**

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

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

### 227 **Section 2. Vacancies.**

228 In the event of a vacancy in the position of Student Representative, the President,  
229 with the approval of the Board of Directors, shall appoint a qualified Voting member  
230 of the Association to fill the position until the time of the next annual election, at  
231 which time an election shall be held to fill the unexpired portion of the term.

## 232 **ARTICLE IX. MEETINGS**

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

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

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

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

238 B. Special meetings of the membership:

239 1) May be called between annual meetings by the President, or the Board of  
240 Directors.

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

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

247 C. Notice:

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

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

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

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

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

## 267 **ARTICLE X. GOVERNANCE**

### 268 **Section 1. Board of Directors**

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

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

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

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

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

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

288 4) In the case that the Annual Conference is not held during the year that terms  
289 would normally end or at the time of year in which it is normally held, the Board of  
290 Directors may shorten or extend the terms of any incumbent officers and other  
291 members of the Board of Directors. This requires a unanimous vote of the Executive

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

298

#### 299 C. Vacancies.

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

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

#### 306 D. Duties.

307 In addition to such other duties as may be prescribed in these Bylaws and the Standing  
308 Rules or limitations established in these Bylaws, the Board of Directors may set policy  
309 of the Association that is not inconsistent with the mandates and policies determined  
310 by the membership and shall:

311 1) Set broad general policy for the Association and plan the direction of the  
312 Association.

313 2) Conduct the business of the Association.

314 3) Establish the Association Standing Rules.

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

317 5) Evaluate Association activities.

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

319 7) Establish committees.

320 8) Appoint, employ and evaluate the Executive Director who shall be the  
321 administrator of the headquarters and who shall be responsible to the Board of  
322 Directors

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

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

326 11) Provide for appropriate action on all applications for membership.

- 327 12 Be responsible for Association publications.
- 328 13) Provide for development and maintenance of procedural documents related to  
329 these Bylaws.
- 330 14) Review and revise existing Association policies, except in these Bylaws, for  
331 consistency of intent and language with such new policies as may be adopted  
332 from time to time by the membership.
- 333 15) Prescribe and publish with these Bylaws the qualification for each category of  
334 membership.

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

- 336 1) The Board of Directors shall meet as frequently as necessary to meet its  
337 obligations in the operation of the Association, but not less than twice a year.
- 338 2) Special Meetings of the Board of Directors may be called by the President or  
339 by a majority of the Board of Directors. Only the business mentioned in the call of  
340 the Special Meeting shall be transacted.
- 341 3) Meetings may be held through the use of conference telephone or similar  
342 communications equipment so long as all members participating can hear one  
343 another.
- 344 4) Notice. The Executive Director shall distribute written notice to each Director  
345 of any Board of Directors meeting stating the place, day, and hour. Notice of  
346 regular meetings shall be sent not less than ten days prior to the date of such  
347 meeting. Notice of special meetings shall be given personally or sent  
348 electronically, including via electronic mail and voice message not less than 48  
349 hours prior to the date of the meeting.
- 350 5) Quorum. Two-thirds of the members of the Board of Directors shall constitute  
351 a quorum. If a quorum is initially present, the Board of Directors may continue to  
352 transact business, notwithstanding the withdrawal of members, if any action taken  
353 other than adjournment is approved by at least a majority of the required quorum  
354 for such meeting, or such greater number as is required by these Bylaws.
- 355 6) Conduct of Business. The Board of Directors may conduct its business at  
356 regular and special meetings.
- 357 7) Action without a Meeting. Any action required or permitted to be taken by the  
358 Board of Directors or any committee may be taken without a meeting if all  
359 members consent in writing to the action. The written consents shall be filed with  
360 the minutes of the Association. An action taken by written consent shall have the  
361 same force and effect as a unanimous vote of the Board of Directors.

362 **ARTICLE XI. COMMITTEES**

363 **Section 1. Executive Committee**

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

367 2) Duties and Responsibilities.

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

374 **Section 2. Standing Committees**

375 **A. Leadership Development Committee**

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

377 a. Recommend, develop, promote and support leadership development programs,  
378 activities and materials.

379 b. Explore new leadership trends, partnerships and effective practices to create  
380 leading edge learning opportunities.

381 **B. Finance Committee**

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

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

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

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

398 C. Advocacy and Legislation Committee

399 *1) Duties and Responsibilities*

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

410 D. Bylaws and Governance Committee

411 *1) Duties and Responsibilities*

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

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

432 **Section 3: Working Committees**

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

434 Directors.

435 **Section 4: President Role on Committees**

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

438 **ARTICLE XII. VOTING AND ELECTIONS**

439 **Section 1. Annual Election**

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

445 **Section 2. Other Voting**

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

451 **Section 3. Nomination Process**

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

461 a. Prepare a slate of at least one or more eligible candidates for each office or  
462 position to be filled at the time of the next annual election. A member may be a  
463 candidate for only one Association office or position during any annual election.

464 b. Obtain written consent from each candidate before placing that person's name on  
465 the slate.

466 c. Report the slate of candidates to the Association President and Executive Director.

467 3) Nomination by Petition.

468 a. Such nominations shall be accompanied by the written consent of the nominee(s)  
469 and shall be subject to provisions elsewhere in this Section. The petition shall be  
470 presented to the Executive Director within 25 days following publication of the

471 report of the Nominating Committee. A candidate nominated by petition shall be  
472 afforded similar opportunities for publication of candidacy to the membership as  
473 those afforded a candidate nominated by the Nominating Committee.

474 b. Nominations of qualified candidates for Vice President/ President Elect, and  
475 Treasurer in the year of the expiration of the incumbent's term, may be placed on  
476 the ballot upon petition of 2% of the Voting members of the Association.

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

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

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

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

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

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

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

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

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

#### 496 **Section 6.**

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

#### 502 **Section 7.**

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

### 504 **ARTICLE XIII. FINANCE**

#### 505 **Section 1.**

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

507 **Section 2.**

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

510 **Section 3.**

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

513 **Section 4.**

514 The Treasurer shall submit quarterly statements to the Board of Directors and annual  
515 reports to the membership.

516 **Section 5.**

517 No officer, employee, or committee shall expend any money not provided in the  
518 budget as adopted or spend any money in excess of the budget allotment except by  
519 order of the Board of Directors. The Board of Directors shall not commit the  
520 Association to any financial obligation in excess of its financial resources.

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

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

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

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

531 **Article XV. Conflict of Interest.**

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

542 **ARTICLE XVI. DISSOLUTION**

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

545 **Section 1.**

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

548 **Section 2.**

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

552 **Section 3.**

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

560 **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

561 The rules contained in the current edition of Roberta's Rules of Order, current version  
562 shall govern the Association in all cases to which they are applicable and in which they  
563 are not inconsistent with these Bylaws, the Standing Rules of the Association, or any  
564 statutes applicable to this Association.

565 **ARTICLE XVIII. A MENDMENTS**

566 **Section 1.**

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

569 **Section 2.**

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

573 **Section 3.**

574 These Bylaws may be amended at a Membership meeting by the affirmative vote of two-  
575 thirds of the Voting members present and voting at a Membership meeting; or, through a  
576 vote in an election, by two-thirds of the Voting members responding, provided that at  
577 least 10% of the Voting members vote online or return their paper ballots.

578 **Bylaws:**  
579 **Adopted: October 7, 2011**  
580 **Revised: November 5, 2012**  
581 **Revised: October 23, 2013**  
582 **Revised: October 20, 2015**  
583 **Revised: October 20, 2017**  
584 **Revised: October 18, 2018**  
585 **Revised: November 2, 2020**  
586 **Revised: October 28, 2022**