

PENNSYLVANIA LIBRARY ASSOCIATION
INCORPORATION AND BYLAWS

INCORPORATION

The Pennsylvania Library Association (PaLA), founded in 1901, was incorporated on April 5, 1978 under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania.

BYLAWS

(Approved October 26, 1967; includes amendments through January 29, 2018; numbers of the sections, paragraphs, etc., have been corrected in accordance with amendments as adopted.)

1 NAME

The name of this organization shall be the Pennsylvania Library Association.

2 PURPOSE

The purpose of this Association shall be to advance libraries and librarianship in Pennsylvania

3 OPERATIONS

3.1 OFFICIAL LOCATION

The official location of the Pennsylvania Library Association will be:
220 Cumberland Parkway, Suite 10
Mechanicsburg, PA 17055

3.2 REGISTERED OFFICE

The registered office of the Pennsylvania Library Association will be:
220 Cumberland Parkway, Suite 10
Mechanicsburg, PA 17055

3.3 FISCAL YEAR

The fiscal year of the Association shall be the same as the calendar year.

3.4 BUDGET

An annual budget shall be prepared by the Finance Committee, and submitted to the Board of Directors for approval.

3.5 AUDIT

An audit of all accounts of the Association shall be made annually by a certified public accountant, engaged by the Board of Directors and a report made to the members.

3.6 FINANCES

3.6.1 ASSETS

All funds, property and capital assets of any kind, acquired by the Association, shall be the absolute property of the Association, and administered by the Board of Directors.

3.6.2 DUES

3.6.2.1 RATES

Membership dues shall be assessed on a rate schedule to be determined by the Board of Directors. The Board of Directors shall have the authority to offer membership dues promotions. Dues of members shall be payable to the Pennsylvania Library Association.

3.6.2.2 RATE CHANGES

The Board will distribute proposals for changes to the dues rates schedule to the membership for a 30-day period for formal comment. The Board shall review the comments prior to voting. Either, a vote will be held on the original proposal or any amended proposal will be distributed to the membership for an additional 14-day formal comment period. Comments will be reviewed by the Board prior to voting. Dues rate schedule changes must be approved by a two-thirds vote of the Board.

4 MEMBERS

4.1 INDIVIDUAL MEMBERS

Any individual interested in the purpose of the Association may become an individual member upon payment of appropriate dues. Such members enjoy the right to vote, to hold office, and to participate in the Association affairs. Such members shall be eligible for participation in any combination of designated units based upon the rules and fees to be set by the Board.

4.2 ORGANIZATIONAL MEMBERS

Any library or entity interested in the purpose of the Association may become an organizational member upon payment of appropriate dues. Such member shall enjoy all rights and privileges except shall not be able to vote or hold office.

5 BOARD OF DIRECTORS

5.1 COMPOSITION

The Board of Directors shall be composed of the following:

- President (1-year term);
- First Vice-President / President-Elect (1-year term);
- Two (2) Second Vice-Presidents (2-year terms);
- Third Vice-President (3-year term);
- Secretary/Treasurer (2-year term);
- Immediate Past President (1-year term, immediately following Presidency);
- ALA Councilor (3-year term);
- Seven (7) At-Large members (3-year terms) and;
- PaLA Executive Director (Ex Officio, non-voting).

5.2 AUTHORITY

The Board of Directors, as representatives of the Association, shall transact the business of the Association.

5.3 DUTIES AND POWERS

The Board of Directors shall be responsible for establishing and implementing the immediate and long-range objectives of the Association and establish policies to effect that. It shall control the funds and supervise the financial administration of the Association; employ the Executive Director of the Association; grant and withdraw Chapter, Division, Round Table, or other unit recognition; determine the boundaries of chapters in concurrence with the majority of the members of the chapters involved; approve the establishment and charge(s) of Committee(s); and authorize representatives to outside organizations not otherwise covered in these Bylaws.

5.4 NOMINATIONS AND ELECTIONS

5.4.1 COMMITTEE

5.4.1.1

The Nominations and Elections Committee shall be composed of eight members. The membership of each chapter shall elect from among its members, one person to serve on the Nominations and Elections Committee.

5.4.1.2

Officers and members-elect of the PaLA Board of Directors are not eligible to serve on the Nominations and Elections Committee.

5.4.1.3

The committee will be called into session by the PaLA President who will preside until the committee elects its own chair.

5.4.2 NOMINATIONS

5.4.2.1

Nominations for the Officers (First Vice-President, Second Vice-Presidents, Third Vice-President, Secretary/Treasurer) and ALA Councilor, shall be made by the Nominations and Elections Committee.

5.4.2.1.1 ALA COUNCILOR

The American Library Association Councilor shall be elected under the rules governing the Pennsylvania Library Association election of officers. The term, powers, and duties of the Councilor to represent the Association shall be as prescribed by the Bylaws of the American Library Association.

5.4.2.1.2

The Committee shall prepare a slate of two nominees for each office to be filled.

5.4.2.2

Seven At-Large representatives to the Board shall be elected from a slate prepared by the Nominations and Elections Committee.

5.4.2.2.1

The slate shall be the number of vacancies plus at least three others.

5.4.2.3

Further nominations may be made by a petition signed by 25 voting members of the Association sent to the President together with the written consent of the nominee, at least 60 days prior to voting begins.

5.4.2.4

Each nominee shall be an individual member of the Association in good standing.

5.4.2.5

The slate of nominees shall be posted on the member-only section of the website, and distributed to individual members via email at least 30 days prior to the start of voting.

5.4.3 ELECTIONS

5.4.3.1

Elections shall be by ballot mailed or distributed electronically to the members at least three months prior to the annual business meeting.

5.4.3.2

Lot rather than alphabetical listing shall determine positions on ballot for the annual election of the Board of Directors of the Association.

5.4.3.3

The closing time must be stated clearly on this ballot. Ballots shall be returned to the Nominations and Elections Committee at least two months prior to the annual business meeting.

5.4.3.4

The candidate who receives the largest number of votes for an office shall be elected.

5.4.3.5

In case of a tie vote the successful candidate shall be determined by lot conducted by the Nominations and Elections Committee.

5.4.3.6

The Nominations and Elections Committee shall report the election results to the Board of Directors.

5.4.3.7

If necessary, the Nominations and Elections Committee may appoint an ad hoc committee to count ballots.

5.5 OFFICERS

5.5.1 ENUMERATION

The officers of the Association shall be:

a President;

a First Vice-President (who shall be President-Elect);

a Second Vice-President (conference chair current);
a Second Vice-President (conference chair future);
a Third Vice-President (membership chair);
a Secretary/Treasurer, and;
an Executive Director.

5.5.2 ELIGIBILITY

Each candidate for the office of President, First Vice-President, Second Vice-President, Third Vice-President, and Secretary/Treasurer shall be an individual member of the Association in good standing.

5.5.3 TERMS

5.5.3.1

The President, and First Vice-President (President-Elect), shall serve for a term of one year or until their successors are elected. Two (2) Second Vice-Presidents shall serve for terms of two years. The Third Vice-President shall serve for a term of three years. The Secretary/Treasurer shall serve for a term of two years or until his/her successor is elected.

5.5.3.2

The term of each elected officer shall begin on January 1 and end on December 31.

5.5.3.3

No officer shall be eligible to serve for more than one consecutive term in the same office.

5.5.3.4

No officer shall hold more than one office at the same time.

5.5.4 ELECTED OFFICERS

5.5.4.1 PRESIDENT

The President shall be the chief executive officer of the Association and shall be responsible for the guidance and direction of the activities undertaken to achieve the objectives of the Association during their term of office. They shall preside at all meetings of the membership, of the Board of Directors, and of the Council; and prepare a report on the state of the Association for presentation at the annual business meeting. They shall serve as an ex-officio member of all committees, except the Nominations and Elections Committee; establish special committees as needed; appoint/fill any vacancies which may occur during their term of office in the positions of chairpersons of all committees and units except the Nominations and Elections Committee or unless excepted in the committee or unit charter; and represent the Association at meetings of other groups or designate an alternate to do so. Attend unit meetings as possible and be the liaison to the members of the Association. They shall serve as an adviser to units. The President may designate any member to perform duties, as appropriate. They shall be a current individual member in good standing of the Association and shall serve a one (1-year) term or

until their successor assumes their office.

5.5.4.2 FIRST VICE-PRESIDENT (PRESIDENT-ELECT)

The First Vice-President (President-Elect) shall perform the duties of the President in the absence or inability of the President to discharge the duties of their office. They shall serve as co-chair of the Legislative Information Committee and Chair of the Leadership Orientation, and shall direct long-range planning, revising the strategic plan as needed. They shall be a member of the Administrative Services Committee and Organization and Bylaws Committee, and act as unit liaison officer as designated, and should be invited to all unit meetings for which they are liaison. Before the annual Leadership Orientation Workshop, prior to taking office as President, they shall appoint the chairpersons of all committees (unless excepted in the committee charter) except the Administrative Services and Nominations and Elections Committees) to serve during their term as president. They shall perform other such duties as the President or the Board of Directors shall assign. They shall be a current individual member in good standing of the Association and shall serve a one (1-year) term or until their successors assumes office.

5.5.4.3 SECOND VICE-PRESIDENTS

The Second Vice-President shall perform the duties of the President when both the President and the First Vice-President are unable to serve. Each shall be chairperson of an Annual Conference and Conference Committee and be responsible for the conference program as authorized by the Board or the Executive Director in the budget. They shall assist the President in such matters as may be delegated to them by the president or the Board of Directors. They shall be a current individual member in good standing of the Association and shall serve a two (2) year term, elected in alternating years or until their successor assumes office.

5.5.4.4 THIRD VICE-PRESIDENT

The Third Vice-President shall serve as the chairperson of the Membership Committee and be responsible for engaging, strengthening, and growing the Association's membership. They shall assist the President in such matters as may be delegated to them by the President or the Board of Directors. They shall be a current individual member in good standing of the Association and shall serve a three (3-year) term or until their successor assumes office.

5.5.4.5 SECRETARY / TREASURER

The Secretary / Treasurer shall ensure all meetings of the Board are accurately recorded, all votes and the minutes of all proceedings in a book or books to be kept by the Association for that purpose. The Treasurer shall have general supervision of the funds of the Association and shall present a statement of receipts and expenditures at meetings of the Board of Directors and the general membership. They shall present the general and conference budget for approval to the Boards, as prepared with the Finance committee of the Board. They shall be a current individual member in good standing of the Association and shall serve a two (2-year)

term or until their successor assumes office.

5.5.5 EX-OFFICIO OFFICER

5.5.5.1 EXECUTIVE DIRECTOR

The Executive Director shall be an ex-officio non-voting officer of the Association. They are employed by the Association upon the recommendation and approval of the Board. The Executive Director shall be responsible to the Board through the President to carry out the programs and implement the policies of the Association, and as authorized by the Board of Directors, sign any legal documents or represent the Association.

5.6 VACANCIES

In the event the office of President shall become vacant, the First Vice-President shall assume the office of the President for the remainder of the unexpired term. They shall serve their own term as President. Vacancies beyond this, the President solicits nominees and recommends them to the Board for approval to serve until the next election cycle.

5.7 MEETINGS

5.7.1 Regular meetings of the Board:

5.7.1.1

Shall be held no less than four times annually at such time and place as the Board shall determine.

5.7.1.2

All Board members shall be notified of regular meetings at least two weeks prior to the meeting.

5.7.2 Special meetings of the Board:

5.7.2.1

Shall be called at the request of the President, or upon the written request of five Board members.

5.7.2.2

Notice of special meetings shall be given to each Board member at least 48 hours prior to the meeting and shall include time and place of the special meeting.

5.7.2.3

The purposes for which a special meeting is called shall be given in the call of the meeting, and only such business as is specified in the call shall be transacted.

5.7.3 QUORUM

5.7.3.1

Attendance at a Board meeting is considered when a member can hear and discuss matters in real time with all other attending members.

5.7.3.2

A quorum shall be defined as a majority of the voting members of the Board being in attendance

5.7.4 VOTING

5.7.4.1

All votes are simple majority voice votes, unless otherwise specified.

5.7.4.2

Votes are cast by those in attendance at meetings.

5.7.4.3

Upon the request of the President (or the written request of five members), a Special Electronic Vote may be called outside of a meeting. A simple majority of all Board members currently in office being in favor is necessary for the issue to pass.

5.7.4.4

Review of any Special Electronic Vote action taken shall be on the agenda for the next Board meeting.

6 COUNCIL

6.1 COMPOSITION

The Council shall consist of the Chairpersons of all units and the Executive Director of the Association.

6.2 DUTIES

The major function of the Council is to identify issues of concern of the membership, and participate in discussion regarding those matters which shall be presented to the Board.

6.3 MEETINGS

6.3.1

The Council shall meet with the Board of Directors at least once a year.

6.3.2

Each Chairperson shall submit a written report of their unit for the Council meeting

6.4 QUORUM

A majority of the voting members of the Council shall constitute a quorum.

7 UNITS (DIVISIONS, ROUNDTABLES, CHAPTERS)

7.1 PURPOSE & OPERATIONS

- 7.1.1 The Board may establish one or more units for the purpose of initiating and implementing year-round activities to stimulate and promote statewide growth of librarianship.
- 7.1.2 Any such unit shall be provided a charter by resolution of the Board.
- 7.1.3 Units operate entirely under the Bylaws of the Pennsylvania Library Association.
- 7.1.4 Units will provide reports to the Board regarding their activities.

7.2 MEMBERSHIP

- 7.2.1 Unit members must be members of the Association.
- 7.2.2 Members shall choose which units they wish to participate in at the time of joining or renewal.
- 7.2.3 Members will automatically be enrolled in any units designated by geography.

7.3 OFFICERS

- 7.3.1 Chairs of each unit shall be elected by the members participating in said unit at the time of annual Association elections.
- 7.3.2 Chairs of each unit will serve on the Council.

7.4 DISSOLUTION

- 7.4.1 The Board may dissolve a unit when it feels the usefulness of the unit has ceased. Members of the unit will be given 30 days written notice prior to the action taking effect.

8 COMMITTEES

8.1 ESTABLISHMENT

- 8.1.1 The Board may establish one or more committees to perform the work of the organization, on which Directors, members, and/or non-voting members may serve, as the Board shall determine.
- 8.1.2 Any such committee shall be provided a charge by vote of the Board.
- 8.1.3 Said charges shall enumerate the purpose and composition of the committee.
- 8.1.4 Charges shall be reviewed and adjusted as needed.

9 MEMBERSHIP MEETINGS

9.1 REGULAR

The Annual Business Meeting of the Association membership shall be held at such time and place as the Board shall determine provided that notice of the meeting shall be sent to all members, and published on the website at least two months prior to the meeting.

9.2 SPECIAL

Special meetings of the Association shall be called by the President at the request of the Board of Directors, or on the written request of five members of the Board of Directors, or written request of fifty voting members. Notice of such meeting shall be given at least one month in advance, and only the business for which the meeting has been called shall be in order.

9.3 QUORUM

Twenty percent of those voting members registered for the day of the annual business meeting shall constitute a quorum. The count shall be determined as of an hour before the business meeting is scheduled to convene.

9.4 VOTING

Whenever, in the judgment of the Board of Directors, a question arises that should be put to a vote of the entire membership or cannot wait until the annual meeting, the Board may submit the question for vote by mail or by electronic ballot. The Board shall establish the closing date for the return of mail votes. The question presented shall be resolved by a two-thirds vote, provided at least one-third of the voting members have voted.

10 INDEMNIFICATION

The Association shall indemnify every Director or Officer, his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a part by reason of his or her being or having been a Director or Officer of the Association, or at its request of any other corporation of which it is a stockholder or creditor and from which he or she is entitled to be indemnified, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

11 AMENDMENTS

11.1 PROPOSALS

11.1.1 Amendments to these Bylaws may be proposed by the Board of Directors or at the Annual Business meeting.

11.1.2 Notice of any proposed change shall have been given to the membership at least thirty days prior to the vote.

11.2 VOTING

11.2.1 The Board of Directors shall specify the time for voting but in no case shall it be less than 14 days after distributing the ballots.

11.2.2 The closing time must be stated clearly on the ballot. All votes will be written responses.

11.3 APPROVAL

Bylaws will be amended by an affirmative vote of two-thirds of the voting members who respond.

12 DISSOLUTION

In the event of the dissolution of the Pennsylvania Library Association; any money or property belonging to the Association shall be given to non-profit educational institutions, the recipients to be voted on by the Board of Directors of the Pennsylvania Library Association.

13 PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised latest edition, shall govern deliberations of the Association not otherwise specified.