The Bylaws and Procedures Committee has 3 items to bring before the Board for consideration.

1. **A request from the TN History Book Award Committee** which needed a Title VI policy statement to keep the TN Historical Commission $150 funding.

   The Bylaws and Procedures Committees brings for consideration:

   The Tennessee Library Association does not discriminate on the basis of race, color, or national origin in the provision of programs, benefits, or services, in compliance with Title VI of the Civil Rights Act of 1964. As a recipient of Title VI funds, the Tennessee Library Association follows the necessary required compliance. This includes but not limited to the following:
   - Completing a Title VI Complaints of Discrimination policy form that is accessible on the website
   - Having all paid staff trained in responding to Title VI complaints;
   - Providing information and services in languages other than English when significant numbers of beneficiaries are of limited English speaking ability, and
   - Approving a procedure by the Executive Board on how to evaluate complaints for appropriate jurisdiction review.

   **If the statement is approved, by the next meeting, we will have the procedure for the Board to consider on how to evaluate complaints. We will need to post on our website the Title VI Complaints of Discrimination policy form.**

2. **A request from the Publications Advisory Board for a change to the Manual of Procedures:**

   **Purpose:** To clarify PAB’s process for making recommendations to the Executive Board on filling a position.

   Currently, the Manual of Procedures (sections “Publication Advisory Board” and “Publications Policies/Procedures”) simply states that PAB makes recommendations
to the Executive Committee (Board) to fill open positions. It does not specify PAB’s procedures for making that recommendation.

**PAB would like to clarify that we will hold an open search among TLA members for any and all vacant positions, with the stipulation that PAB reserves the right to promote the Associate editor of Tennessee Libraries and the Associate Webmaster without an open search as needed/desired (and instead have the open search for the Associate position).**

**Rationale:**

This update accurately reflects our current practices. It creates accountability, transparency, and a unified and fair method of fulfilling one of PAB’s most important responsibilities. It removes any guesswork for future PAB members on how to make a recommendation. Allowing for the promotion of the Associate Editor and Associate Webmaster provides continuity in those positions.

Suggested updates highlighted in yellow

**Manual of Procedures Section: PUBLICATIONS ADVISORY BOARD**

The Committee consists of five members, including its Chair(s), and all are appointed by the President-Elect by June 1st prior to his/her taking office as President. Insofar as is possible, the Committee should include some members with publishing and/or writing experience. The Editors of the publications and electronic services shall be ex-officio members.

**Duties:**

- Recommend to the Executive Committee persons to fill the following positions:
  - Editor of official journal
  - Associate Editor of official journal
  - Editor of official newsletter
  - Webmaster
  - Associate Webmaster
  - Listowner
  - Social Media Managers (2)

- The recommendation to fill the positions outlined in this section shall be based on an open search of TLA members, except in the case of the Editor of the official journal and the Webmaster. The Publications Advisory Board reserves the right to promote the Associate Editor of the official journal and the Associate Webmaster
without an open search when deemed appropriate. The Publications Advisory Board will then hold an open search for the vacant Associate position(s).

- Serve in an advisory capacity to the Editors of the publications and electronic services.
- May have responsibilities for news gathering throughout the State, reviewing of manuscripts, proofreading, and other activities as designated by the Editors.
- Abides by the Publications Policy statement found in the “TLA Policies” section of the TLA Manual of Procedures.
- The Chair(s) shall attend all TLA Board of Directors meetings and shall submit quarterly reports on activities and an annual evaluative written report to the membership at the final Board of Directors meeting for the fiscal year.

**Manual of Procedures Section: Publications Policies / Procedures**

Add a similar statement to this section where applicable/if necessary. The phrase “recommendation of the Publications Advisory Board” appears seven times in the staffing subheading.

The recommendation to fill the positions outlined in this section shall be based on an open search of TLA members, except in the case of the Editor of the official journal and the Webmaster. The Publications Advisory Board reserves the right to promote the Associate Editor of the official journal and the Associate Webmaster without an open search when deemed appropriate. The Publications Advisory Board will then hold an open search for the vacant Associate position(s).

3. From the Restructure Task Force, a change to the Bylaws of the Tennessee Library Association, to reflect the new structure.

See document previously sent to the Board by TLA Executive Director. It is repeated here, beginning on the next page.
TENNESSEE LIBRARY ASSOCIATION
BYLAWS
Proposed February 2018

Article I: Name
The name of this organization shall be the Tennessee Library Association.

Article II: Objectives
The objectives of the Association shall be to:

- Promote the establishment, maintenance, and support of adequate library services for all people of the state;
- Cooperate with public and private agencies with related interests;
- Support and further professional interests of the membership of the Association.

Article III: Membership
Any person, institution organization, or agency engaged in or interested in library service may become a member of the Association upon payment of dues. Membership in the Association shall be composed of the following classes:

- Individual
  - Regular – library personnel
  - Student – graduate level library / information science emphasis
    - ALA/TLA Joint Student
    - TLA Student
  - Joint TLA/TASL (TN Association of School Librarians)
  - Trustee, Retired Librarian, Friend of Libraries
  - Business Firm Representative
  - Life

- Institutional

Article IV: Dues
Section 1. Annual individual membership dues shall be:

a. Annual dues for regular membership shall be based upon the following salary scale:

   Up to $9,999 $15.00
   $10,000 - $19,999 $30.00
   $20,000 - $29,999 $45.00
   $30,000 - $39,999 $60.00
   $40,000 - $49,999 $75.00
   $50,000 - $59,999 $90.00
   $60,000 - $69,999 $105.00
   $70,000 - $79,999 $120.00
   $80,000 - $89,999 $135.00
   $90,000 and above $150.00

b. Annual dues for student membership:

   1) Student membership in TLA only shall be $15.00 per year. This rate shall apply for three membership years only. TLA shall administer membership process.
   2) Joint ALA/TLA Student membership dues shall be established by ALA. ALA (American Library Association) shall administer the membership process and provide TLA information and one-half dues proceeds.

c. Annual dues for trustees, retired librarians, and friends of libraries shall be $30.00

d. Annual dues for business firm representatives shall be $100.00.

e. Life membership dues of individual members shall be $1000.00.

f. Joint TLA/TASL (Tennessee Association of School Librarians) membership shall be the TLA individual membership rate according to salary scale minus the amount for TASL membership. Members are responsible for pursuing this individual joint membership.
Section 2. First time individual members registering for or at an annual conference or preconference shall receive a registration discount of $10.00. The discount shall apply one time only per person.

Section 3. Each member shall be entitled to membership in any Roundtables of choice.

Section 4. Annual dues of institutional members shall be based upon the operating budget, which shall be defined as the total expenditure for personnel and library materials during the previous fiscal year, according to the following scale:

<table>
<thead>
<tr>
<th>Operating Budget</th>
<th>Dues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Up to $50,000</td>
<td>$35.00</td>
</tr>
<tr>
<td>$50,001 - $250,000</td>
<td>$75.00</td>
</tr>
<tr>
<td>$250,001 - $400,000</td>
<td>$100.00</td>
</tr>
<tr>
<td>$400,001 - $750,000</td>
<td>$150.00</td>
</tr>
<tr>
<td>$750,001 and above</td>
<td>$200.00</td>
</tr>
</tbody>
</table>

a. Institutional membership shall allow that institution to name two persons as the institution’s representatives. These representatives shall have the same privileges as individual members, including member registration rate at each Annual Conference.

Section 5. Membership shall be from January 1 through December 31 and shall entitle the member to the right to vote at annual meetings or by online ballot or by mail ballot; to receive the publications of the Association; and other privileges as spelled out in these Bylaws. Payment of dues by new members after October 1 of any year shall cover the dues for the remainder of the current year and also the following year.

Section 6. Members must pay dues by January 31 in order to participate in the Association’s annual election. Members who have not paid dues by January 31 shall be dropped from membership. Individuals whose membership has lapsed because of nonpayment of dues may be reinstated upon payment of dues for the current membership year.

Section 7. The fiscal year of the Association shall be from July 1 – June 30.

Article V. Officers
Section 1. The elected officers of the Association shall be a President, a Vice President, and a Recording Secretary. The Vice President shall be President-elect. All officers shall be individual members of the Association.

Section 2. A term of office shall be:
a. President - one year, beginning on July 1 and ending on June 30.
b. Vice President/President Elect – one year, beginning on July 1 and ending on June 30.
c. Recording Secretary – two years, beginning on July 1 and ending on June 30 of the second year.

Section 3. A quorum of the voting members of the Advisory Council present at a regular or special meeting may vote to recommend to the Executive Board the removal of any officer for cause.

Section 4. In the event of the physical incapacity or death of the President, the Vice President shall become President for the unexpired portion of the term.
a. A vacancy in the office of Vice President shall be filled by appointment of the Executive Board.
b. A vacancy in the office of Recording Secretary shall be filled for the unexpired term by appointment of the President, with the approval of the Executive Board.
Article VI. Duties of Officers
Section 1. The President shall be the principal officer of the Association. The President shall:
   a. preside at meetings of the Association;
   b. preside at meetings of the Executive Board and Advisory Council;
   c. appoint Special Committees, as needed, to serve during his/her term of office, appointments are subject to review by the Executive Board;
   d. serve as an ex-officio member of all Committees of the Association, except the Nominating Committee;
   e. approve all requests for payments, except where right of approval is assigned to the Executive Director by the President, within the limits of the budget of the Association;
   f. perform other duties appropriate to the office, as outlined in the TLA Manual of Procedures.

Section 2. The Vice President shall be designated President-Elect. The Vice President shall:
   a. perform the duties of the President in the absence of the President when requested;
   b. become President for the unexpired term as defined by Article V. Section 4.
   c. prior to taking office as Vice President, appoint (by May 1) the Conference Chair(s) and Conference Committee for the TLA Annual Conference which shall be held during his/her Presidential year;
   d. prior to taking office as President, appoint (by June 1) the Division Representatives, the Nominating Committee Chair, and all Standing Committees, including Chairs, to serve during his/her term of office. Appointments are subject to review by the Executive Board;
   e. serve as a liaison between members and the governing bodies of the Associations;
   f. serve as Ex-Officio member of the Finance and Membership Committees;
   g. serve in such capacities as may be assigned by the President or as outlined in the TLA Manual of Procedures.

Section 3. The Recording Secretary shall:
   a. serve as secretary at all meetings of the Executive Board, the Board of Directors, and general membership meetings;
   b. insure the proper distribution of the agendas and minutes for all meetings of the Executive Board, the Advisory Council, and general membership meetings.
   c. prepare the minutes of all meetings of the Executive Board, the Board of Directors, and general membership meetings;
   d. provide a brief summary of Executive Board discussion and/or actions for the TLA Newsletter or other official communication channels which reach all members of the Association.

Article VII. At-Large Representative
Section 1. One At-Large Representative shall be elected to represent each of the five types of libraries/persons within the membership of the Association:
   a. Academic libraries
   b. Public libraries
   c. School libraries
   d. Special libraries
   e. Friends/Retirees/Trustees
At-Large Representative shall be an individual member of the Association.

Section 2. Each At-Large Representative shall have one vote on the Executive Board and the Advisory Council.

Section 3. At-Large Representative responsibilities shall be:
   a. represent the interest of the appropriate constituency
b. develop and present a program, business meeting, or forum at the annual conference addressed to the appropriate constituency;

c. communicate with appropriate constituency as to the discussions/decisions of the Executive Board and the Advisory Council;

d. attend all meetings of the Executive Board and the Advisory Council;

e. submit quarterly and annual reports on the activities of the constituency to the Executive Board;

f. perform other duties as outlined in the TLA Manual of Procedures.

Section 4. At-Large Representative term of office shall be two years.

a. A staggered term of service shall be established with the first year of this structure.

Section 5. At-Large Representative shall not simultaneously hold any other voting rights position on the Executive Board nor the Advisory Council.

Article VIII. Nominations and Elections

Section 1. The Nominating Committee shall consist of the At-Large Representatives (5) and Advisory Council Roundtable Representatives (2). The Vice President/President-Elect of TLA shall appoint one of the Roundtable Representatives as the Chair of the Committee in the Spring of his/her Vice Presidential term.

Section 2. The Nominating Committee shall present a slate of officers, including the ALA Councilor and the Representative to the SELA Executive Board, when appropriate, with at least two nominations for each office. A brief biographical sketch of each candidate shall accompany the notice of ballot availability.

Section 3. The Nominating Committee shall present a slate of At-Large Representative candidates, when appropriate. A brief biographical sketch shall accompany the notice of ballot availability.

Section 4. Additional eligible candidates shall be listed on the ballot if at least 25 members of the Association petition the Nominating Committee, in writing, on behalf of each candidate, prior to January 15. Petitions shall be mailed or emailed to the Chair of the Nominating Committee. The slate of nominees from the Nominating Committee and any valid nominations by petition shall be posted on the TLA website no later than January 31.

Section 5. Each eligible TLA member shall be offered the choice of ballot: online or paper.

a. Each year during the period February 5-10: All eligible TLA members with recorded email addresses in the TLA website database shall receive an email notice of the forthcoming election.
   1. This is an email address checkpoint. Any message returned as non-deliverable shall result in an automatic paper ballot sent to the member.
   2. This email shall offer each member the option of receiving a paper ballot. Those who do not opt for a paper ballot shall receive an online ballot.

b. Each year during the period February 10-15:
   1. All eligible TLA members with recorded email addresses in the TLA website database, who did not opt for a paper ballot, shall receive an email notice with voting instructions. A link to the candidates’ biographical information posted on the TLA website shall be included in this email.
   2. All eligible TLA members who opted for a paper ballot or those for whom the initial electronic notice bounced back or those with no recorded email address shall receive a paper ballot addressed to the member’s recorded address in the TLA website database. Paper ballots shall be sent via USPS.
c. Online voting access shall close at Midnight March 1. All completed paper ballots must be mailed to the TLA Office and be postmarked no later than March 1.

Section 6. Completed online and paper ballots shall be tallied during the period March 5-8. The tally of paper ballots shall be accomplished by the Executive Director of TLA and one current TLA member chosen by the Executive Director.
   a. The Executive Director of TLA shall report the results to the President of TLA, who shall then notify the candidates of the results before making a general announcement to the membership. The results shall also be posted on the TLA website.

Section 7. A majority of all votes cast for a particular office shall constitute election. If no candidate receives a majority, a run-off shall be held.

Section 8. The procedures outlined in Article VIII, Section 5, Section 6, and Section 7 shall be used for all non-election votes required during the course of TLA governance.

Section 9. Six months or longer shall be a term of office when determining eligibility for re-election, except for the Vice President serving the unexpired term of the President.

Section 10. The President and Vice President shall be eligible to serve a second term in each office, provided a minimum of 5 years has elapsed since the first term of service as Past President.

Section 11. The Recording Secretary shall be eligible for a second consecutive term, but shall be ineligible to serve as Recording Secretary or At-Large Representative for a two year period following the second term.

Section 12. At-Large Representatives shall be eligible for a second consecutive Term, but shall be ineligible to serve as Recording Secretary or At-Large Representative for a two year period following the second term.

Article IX. Executive Board
Section 1. The Executive Board shall be composed of the:
   a. President
   b. Vice President/President-Elect
   c. Recording Secretary
   d. At-Large Representatives (5)
   e. Immediate Past President still residing in the state
   f. Executive Director, who serves in an advisory capacity only

Section 2. The Executive Board shall:
   a. develop and implement policies and procedures for the proper administration of the business of the Association;
   b. review and approve/disapprove the petition of any group which properly requests Roundtable status in the Association;
   c. approve the place and date of the annual conference;
   d. review and distribute proposed amendments to the ByLaws for presentation to the membership;
   e. insure that the Executive Director and other appropriate persons be sufficiently bonded;
   f. recommend to the President the appointment of Special Committees when necessary to carry out a specified task which does not fall within the responsibility of any Standing Committee;
   g. ratify appointments of Standing Committees, Special Committees, and other appointments where approval is required;
   h. appoint the Executive Director of the Association;
i. appoint the Editor and Associate Editor of the official journal of the Association, the Editor of the Newsletter, the Listowner, the Webmaster and the Associate Webmaster and the two Social Media Managers;  

j. report to the Association the business transacted by the Executive Board since the previous annual meeting; 

k. perform the other duties as outlined in the **TLA Manual of Procedures**; 

l. authorize the Finance Committee to appoint selected members to conduct an annual audit of the financial records of the Association. 

i. revise and maintain the **TLA Manual of Procedures** as needed. 

**Section 3.** Meetings of the Executive Board shall be held: 

a. a minimum of three (3) times per year as scheduled at the beginning of each fiscal year by the President and/or the Executive Board; 

b. when called by the President; 

c. when called by at least five members of the Executive Board, in writing, with such notice to each member of the Board at least one month in advance of the meeting, stating the time, place, and purpose of the meeting; 

d. electronically, when appropriate internet connections are available, and as approved by the President. 

**Section 4.** Meetings of the Executive Board shall be open to all members of the Association. 

a. Non-voting members of the Board wishing to propose business for the consideration of the Executive Board shall address the proposal to the President at least one week prior to the scheduled meeting. 

**Section 5.** A majority of the voting members shall constitute a quorum for a meeting of the Executive Board. 

**Section 6.** A vote of the Executive Board may be taken by mail (USPS) or e-mail at the written request of the President. Such vote shall have the force and effect of a vote taken at a meeting. 

**Section 7.** Final authority for all actions listed in Article IX, Section 2, shall be vested in the Executive Board. 

**Article X.** Advisory Council 

**Section 1.** The Advisory Council of the Association shall be composed of: 

a. Standing Committee Chairs – including those serving as a Division Representative 

b. Roundtable Chairs – including those serving as a Roundtable Representative 

c. Leaders of Affiliates Chapters 

d. ALA Councilor 

e. SELA Representative 

f. Tennessee State Librarian and Archivist 

**Section 2.** The Advisory Council shall serve to advise the Executive Board on policies, procedures, appointments, and special activities for the proper administration of the business of the Association. 

**Section 3.** Advisory Council members shall receive notice / agenda of Executive Board meetings and may attend in a non-voting capacity. 

**Section 4.** Meetings of the full Advisory Council shall be: 

a. when called by the President, with the approval of the Executive Board;
b. when called by at least five members of the Advisory Council, in writing, with such notice to each member of the Council at least one month in advance of the meeting, stating the time, place, and purpose of the meeting;
c. electronically, when appropriate internet connections are available, and as approved by the President and/or the Executive Board.

Article XI.  Standing Committees
Section 1.  The Standing Committee shall be:
   Advisory Committee on State Documents
   Archives and History
   Bylaws and Procedures
   Conference Planning
   Diversity
   Finance
   Honors, Awards, and Scholarships
   Intellectual Freedom
   Legislation
   Membership
   Nominating
   Publication Advisory
   Public Relations
   Staff and Career Development
   Strategic Planning

Section 2.  Standing Committees shall be represented on the Advisory Council by a Division Representative. (See Article XI and Article XII)
a. Individual Committee Chair shall accompany Division Representative when presenting an action item or discussion point from his/her Committee.

Section 3.  Duties of the Standing Committees shall be outlined in the TLA Manual of Procedures.

Section 4.  All committee members shall be members of the Association.

Section 5.  Each Committee Chair shall submit quarterly and annual reports on Committee activities, including a financial statement to the Executive Board.

Section 6.  Committee Chair shall submit written requests for funds to support Committee activities to the Executive Board. Requests shall be granted at the discretion of the Executive Board.
a. All funds allocated to a Committee shall be used for purposes within the scope of the Association’s objectives;
b. Requests shall outline the proposed use of the funds.

Article XII.  Divisions
Section 1.  Divisions of the Association shall be:
a. Administration – encompasses:
   1. Archives and History Committee
   2. ByLaws and Procedures Committee
   3. Finance Committee
   4. Strategic Planning Committee
b. Membership – encompasses:
   1. Membership Committee
c. Communications – encompasses:
   1. Public Relations Committee
2. Publications Advisory Committee
d. Advocacy – encompasses:
   1. Advisory Committee on State Documents
   2. Diversity Committee
   3. Intellectual Freedom Committee
   4. Legislation Committee
e. Continuing Education – encompasses:
   1. Conference Planning Committee
   2. Honors, Awards, and Scholarships Committee
   3. Staff and Career Development Committee

Article XIII. Division Representative
Section 1. Each Division shall be represented by a Division Representative appointed on a rotating basis by the Vice President/President-Elect from the Chairs of Committees within each Division.

Section 2. Division Representative shall serve a term of one year and shall not be eligible for re-election in the year immediately following that service.

Section 3. All Division Representatives shall be members of the Association.

Section 4. Responsibilities of Division Representative shall be to:
   a. represent the committees encompassed by that Division;
   b. communicate with the appropriate constituency as to the discussions and decisions of the Advisory Council;
   c. attend all meetings of the Advisory Council
   d. submit quarterly and annual reports of activities of the Division to the Executive Board.

Article XIV. Roundtables
Section 1. The Association may establish Roundtables where sufficient interest and need justify. A Roundtable is a membership unit established to promote a field of library interest.

Section 2. Any group desiring to organize a Roundtable shall present a petition containing the signatures of 25 TLA members to the Executive Board for action. The Association shall discontinue a Roundtable when interest wanes or membership drops below 25.

Section 3. Bylaws for its own government shall be formulated by each Roundtable. These bylaws shall not be in conflict with the Bylaws of the Association and shall be submitted to the Association Bylaws and Procedures Committee for review and approval.

Section 4. Roundtables shall be represented on the Advisory Council by a Roundtable Representative. (See Article XV)

Section 5. An outline of the officers, duties, and responsibilities of Roundtables shall be included in the TLA Manual of Procedures.

Section 6. All Roundtable members shall be members of the Association.

Section 7. Each Roundtable Chair shall submit quarterly and annual reports on its activities, including a financial statement, to the Executive Board.

Section 8. Roundtable Chair shall submit written requests for funds to support Roundtable activities to the Executive Board. Requests shall be granted at the discretion of the Executive Board.
a. All funds allocated to a Roundtable shall be used for purposes within the scope of the Association’s objectives.

b. Requests shall outline the proposed use of the funds.

Article XV: Roundtable Representative

Section 1. One Roundtable Representative per five (5) Roundtables shall be chosen to represent the Roundtables on the Advisory Council.

a. Roundtable Chairs shall choose the appropriate number of Roundtable Representatives from among the total Chairs.

b. Each Roundtable Representative shall serve a one year term, and shall be eligible to serve consecutive terms if so chosen.

c. The Vice President/President-Elect shall be responsible for the completion of the selection of the Roundtable Representatives and shall present the choices to the Executive Board.

Section 2. Each Roundtable Representative shall have one vote on the Advisory Council.

Section 3. Each Roundtable Representative shall submit quarterly and annual reports on its activities to the Executive Board.

Section 4. All Roundtable Representatives shall be members of the Association.

Article XVI: Executive Director

Section 1. The Executive Director shall be appointed under an annual (renewable) contract by the Executive Board.

Section 2. The Executive Director shall serve the Association until the Executive Board determines that services are no longer needed, or until the appointee submits a written resignation.

Section 3. The salary of the Executive Director shall be determined by the Executive Board.

Section 4. The duties of the Executive Director shall be determined by the Executive Board. They shall include responsibility for all monies of the Association and payment of bills. Further duties shall be outlined in the TLA Manual of Procedures.

Section 5. The Executive Board shall review annually, in Executive Session, the activities of the Executive Director, the location of the Association headquarters, and the duties and responsibilities of the Executive Director.

Article XVII: Publications

Section 1. The Association shall publish an official journal, an official newsletter, an official website, an official listserv, and such other publications as the Executive Board may authorize.

Section 2. The Editor and Associate Editor of the official journal, the Editor of the official newsletter, the Webmaster and the Associate Webmaster, the Listowner, and the two Social Media Managers shall be appointed by the Executive Board and shall be members of the Association and shall serve a Ex-Officio members of the Publications Advisory Committee.
Section 3. The Associate Editor of the official journal, the Webmaster, the Associate Webmaster, the Listowner, and the two Social Media Managers shall serve the Association as long as the appointees serve in a satisfactory manner, until the Executive Board determines that their services are no longer needed or until appointees submit a written resignation. The Editor of the official journal and the Editor of the official newsletter shall serve three year terms, which may be renewed.

Section 4. An honorarium may be paid to the Editor and Associate Editor of the official journal, the Editor of the Newsletter, the Webmaster and the Associate Webmaster, the Listowner, and the two Social Media Managers when recommended by the Publications Advisory Committee and approved by the Executive Board.

Section 5. The Association shall not be responsible for statements or opinions advanced in its publications or meetings, except statement or opinions authorized by the Executive Board.

Section 6. Duties and responsibilities of the Editors and Associate Editors shall be outlined in the TLA Manual of Procedures.

Article XVIII. Meetings
Section 1. Meetings of the Association shall be held annually, or upon call by the Executive Board, written notice being given to the membership at least thirty days prior to the meeting.

Section 2. One third of the members registered at an annual meeting shall constitute a quorum for the transaction of business.

Section 3. A minimum of one hundred members shall constitute a quorum for the transaction of business at a called meeting of the Association.

Article XIX. Affiliation with regional and national organizations
The Association shall be affiliated with the American Library Association and the Southeastern Library Association and shall elect representatives to which it is entitled as provided in the Constitution and Bylaws of these associations. The duties and responsibilities of these representatives shall be outlined in the TLA Manual of Procedures.

Article XX. Affiliation with in-state organizations
Section 1. Regional and other library associations within the State of Tennessee shall be provided the opportunity to affiliate with the Association in order to coordinate the work of the Association with that of individual libraries throughout the state and to promote participation of individual staff members in the Association’s activities and projects.

Section 2. Chapter objectives, organizations, administration and activities shall be determined by the chapter itself. The Association may provide counsel and technical assistance to the chapter upon request.

Section 3. All members of the chapters need not be members of the Association, although chapters should actively encourage membership in state, regional, and national library associations.

Section 4. The Executive Officer of each affiliate shall be eligible to attend all meetings of the Advisory Council as a non-voting participant. Said officer must be a member of the Association.

Section 5. A designated representative of the chapter shall present quarterly and annual reports of activities to the President of the Association.
Article XXI. Amendments
Section 1. The Bylaws of the Association may be amended at the regular meeting of the Association, by a two-thirds vote, provided the amendment has been submitted, in writing, to the membership at least thirty days before the meeting. If an amendment is submitted from the floor, it must be presented to the membership, in writing, at least twenty-four hours before the vote may be taken.

Section 2. These Bylaws may be amended by a mail and/or online ballot.
   a. Each eligible TLA member shall be offered the choice of ballot: online or paper. All TLA members with recorded email addresses in the TLA website database shall receive an email notice of the forthcoming vote.
      1. This is an email address checkpoint. Any message returned as non-deliverable shall result in an automatic paper ballot sent to the member.
      2. This email shall offer each member the option of receiving a paper ballot. Those who do not opt for a paper ballot shall receive an online ballot.
   b. All eligible TLA members with recorded email addresses in the TLA website database who did not opt for a paper ballot, shall receive an email notice with voting instructions. A link to further explanation regarding the proposed change(s) shall be included in this email.
   c. All eligible TLA members who opted for a paper ballot or those for whom the initial electronic notice bounced back or those with no recorded email address shall receive a paper ballot addressed to the member’s recorded address in the TLA website database. Paper ballots shall be sent via USPS on the same day the email with voting instructions is released.
   d. All votes (both online and paper) must be received or postmarked by the 35th day after the release of the email with voting instructions. (Exact date will appear in the email instructions and on the paper ballot.)
   e. Completed online and paper ballots shall be tallied during the week following the close of the voting. The tally of paper ballots shall be accomplished by the Executive Director of TLA and one current TLA member chosen by the Executive Director.
      1. Two-thirds of the votes cast for each amendment shall be required for passage of an online/mail ballot.
   f. The Executive Director shall report the results to the President of TLA, who shall then release the results to the Executive Board, the Advisory Council, and to the membership of the Association.

Section 3. Upon adoption of any amendments to the Bylaws, they shall be published in the next issue of one of the Association’s official publications.

Article XXII. Dissolution Clause
Upon dissolution of this organization, all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Tennessee State Library and Archives to be used for the betterment of Tennessee libraries. None of the assets shall be distributed to any member, officer, or trustee of this organization.

Article XXIII. Parliamentary Authority
The rules contained in the latest edition of The Standard of Code of Parliamentary Procedure, by Alice Sturgis, and revised by the American Institute of Parliamentarians, shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Revision adopted by membership: