

TLA Board of Directors Meeting Minutes  
Go-To-Meeting  
December 9, 2017

Meeting was called to order at 10:01a.m.				
President Jeffie Nicholson welcomed everyone and thanked them for coming to meet during the busy holiday season. For our meeting procedures, she said she would follow the chat and read that aloud, and she asked that if we speak via the mic that we say our names and the committee we represent so we can keep track of everybody. She called our attention to the agenda and action items to be reviewed, and then asked that we all introduce ourselves.				
Minutes from the August 26th Board of Directors meeting were approved.				
Annelle presented the Executive Director and Financial Reports; there were some concerns regarding the financial report and being "in the negative," but Annelle noted that this report is only for July through November, and doesn't reflect the checking account. We do have enough money to cover our expenses, and dues renewal payments are starting to come in. This is common for this time of the year.				
#	STANDING COMMITTEES	Report "IN"	No Report	Information/Action Item:
1	Advisory Committee on State Documents	X		
2	Archives & History	X		
3	ByLaws / Procedures	X		<p>Action Items: Ruth Kinnersley noted that there is an additional item on the agenda from the TN History Book Award Committee, as reflected in the Bylaws and Procedures Committee Board Report;</p> <ul style="list-style-type: none"> <li>•TN History Book Award Committee = Title VI non-discrimination policy statement to keep \$150 funding from the TN Historical Commission; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote, and all were in favor; approved; <b>please see additional details under "Discussions" below;</b></li> <li>•PAB = Manual of Procedures change; Anthony Prince spoke on behalf of the PAB for this change regarding clarifying the hiring process for open positions and promotions of editors and webmasters; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote, and all were in favor; approved; <b>please see additional details under "Discussions" below;</b></li> </ul>

				<p>•Restructure Task Force = Bylaws revision to reflect organizational changes; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote to approve as amended, and all were in favor; approved; <b>please see additional details under "Discussions" below;</b></p>
4	Career Services		X	
5	Conference Planning	X		
6	Development		X	
7	Finance	X		
8	Honors / Awards	X		
9	TN History Book Award	X		
10	Volunteer State Book Award	X		
11	Intellectual Freedom	X		
12	Legislation	X		
13	Legislative Monitor	X		
14	Federal LAN	X		
15	Membership	X		
16	Nominating	X		
17	Public Relations	X		
18	Publications Advisory	X		<p>Action Items:  (1) Bylaws change (For details, see "Discussions" below on Bylaws and Procedures revision; Article XVII, Publications);  (2) TLA Blog = Anthony Prince spoke on behalf of the PAB in their request to move forward in creating a TLA blog, run by the Public Relations Committee with input from the PAB, so there is currently no need for a new position; Sharon Parente (co-chair of the PR Committee) noted that they are looking to bring extra value to the membership and to highlight and promote different libraries, news items of interest, etc.; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote, and all were in favor; approved;</p>
19	Scholarship	X		
20	Staff Development	X		
21	Strategic Planning		X	
	Leadership (Ad Hoc)	X		
	SECTIONS			

22	College/University Libraries (CULS)	X		
23	Public Libraries	X		
24	School Libraries	X		
25	Special Libraries	X		
26	Trustee/Friends	X		
ROUNDTABLES				
27	Children/Young Adults		X	
28	Government Documents	X		
29	Leadership		X	
30	Library Instruction	X		
31	Library Technology		X	
32	New Members	X		
33	Reference/Information Services	X		
34	Technical Services		X	
AFFILIATES				
35	Chattanooga Area Library Assoc.	X		
36	Boone Tree Library Assoc.	X		
37	East TN Library Association	X		
38	Friends of TN Libraries	X		
39	Memphis Area Library Council	X		
40	Mid-State Library Association	X		
41	ALA/TLA Student Chapter	X		
42	UTSIS Alumni Chapter	X		
43	TN Assoc. of School Librarians	X		
44	TENN-SHARE	X		
45	TN Health Sciences Library Assoc.	X		
46	West TN Acad. Library Consortia	X		
REPRESENTATIVES				
47	ALA	X		
48	SELA	X		
49	State Library	X		
SPECIAL COMMITTEES				
50	Parliamentarian	X		
51	TLA/TASL Joint	X		
52	Task Force Reorganization	X		

**DISCUSSIONS:**

**Action Items:**

**(1) TN History Book Award Committee:**

Ruth explained the request to add a Title VI non-discrimination policy statement to keep the TN Historical Commission \$150 funding; adding this statement is the first step; the Committee should have the procedures for us to review at the next Board meeting for if we need to consider a complaint; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote, and all were in favor; approved;

**(2) Bylaws and Procedures (with PAB) – Manual of Procedures changes:** There is a request from the PAB to change the Manual of Procedures to clarify the process of making recommendations to the Executive Board on filling a position; Anthony explained that they will hold an open search among TLA members for vacant positions, but the PAB can promote the associate editor of *Tennessee Libraries* and the Associate Webmaster without an open search, as needed; the rationale is that this reflects current practices, creates accountability, and removes guesswork for future PAB members on how to make recommendations; since this is a motion from committee, it doesn't require a second; Jeffie called for a vote, and all were in favor; approved;

**(3) Publications Advisory Board: TLA Blog (Please see PAB's action item above):** Jeffie noted that before we get to the Bylaws changes we need to address the PAB's request to start a TLA blog; (**Detailed above under PAB Action Items**);

**(4) Bylaws and Procedures (with Task Force on Restructure): Bylaws Revision to reflect organizational changes:**

It was determined that we would go article by article, but not vote on each unless there were amendments; once we reviewed the entire document, we would have a final vote; the changes are highlighted in yellow on the document; significant comments and all amendments are outlined below:

- **Article IV (Dues)**
  - **Article IV, Section 1. b. 2)** = "Joint ALA/TLA Student membership dues shall be established by ALA;" Annelle noted that the ALA dues amount recently changed, so we changed the wording here so we wouldn't have to change the Bylaws every time the dues structure changes;
  - **Article IV, Section 3.** = "Each member shall be entitled to membership in any Roundtables of choice;" Heather commented that with the change, you can join as many roundtables as you want as part of your membership with no additional fees required; this will hopefully encourage more participation and engagement;
- **Article V (Officers), Section 2.** = This section deals with the terms of our officers; this language changes the term of office for Recording Secretary to two years; this continuity will be helpful to the President and Vice President;
- **Article VI (Duties of Officers), Section 3. d.** = This is new language stating that the Recording Secretary will provide a summary of the Executive Board discussion and actions for the TLA Newsletter and/or other official means of communication to all members in order to increase transparency and provide clarity;
- **Article VII (At-Large Representatives)** = This article is new; Heather explained that having at-large representatives will allow more people to be involved; each of the five types of libraries will be represented; in the event that we don't have someone in the role for school libraries, for example, we would find someone who is willing to represent their interests; the at-large reps will be elected from the general membership; the Advisory Board is big and the Executive Board is small, so this is a move to balance that; Jeffie noted that this brings each of the different types of members up to the Board level and gives them representation and voting power; Cindy Welch brought forth a concern about flexibility and quickness of action for this larger Board; Richard Groves responded that our Executive Board currently has four people, and this would only bring it up to eight or nine; Heather added that they modeled this new structure on other state associations, and smaller organizations had larger executive boards; Misti Jenkins noted that when someone agrees to be on the Executive Board, this person understands the commitment and can be nimble and act quickly when needed; Martha suggested that the procedures could be written to clarify these responsibilities further;
- **Article VIII (Nominations and Elections)**
  - **Article VIII, Section 1.** = Ruth suggested an editorial change so that we don't have the specific numbers of reps (currently listed at 5 at-large and 2 Advisory Council roundtable); that way we can be flexible with our numbers in the event of growth, and not have to change the Bylaws if the numbers need to change;
  - **Article VIII, Section 2.** = New language adds that a brief biographical sketch of each candidate will accompany the ballot; we currently do this; Ross Bowron noted that this change reflects the nominating committee procedures;
  - **Article VIII, Section 11.** = This is new language stating that the Recording Secretary shall be eligible for a second consecutive term, but shall be ineligible to serve again or serve as an At-Large Representative for a two-year period after; when this was questioned, Heather answered that their terms are already more than one year, so this would keep one individual from having too much time on the Executive Board;
  - **Article VIII, Section 12.** = This is new language for the At-Large Representative consecutive terms issue; Sue Knoche asked about support staff and why there were no categories for them in the At-Large Representatives; Courtney Fuson noted that there is nothing in the language that prevents them from serving in this capacity; Annelle confirmed that there is nothing in the Bylaws that says a person has to have a graduate degree to serve as an officer; Sue said that the issue is also about

support staff not having a separate category for dues since the sliding scale for dues starts high; if they had a separate category, it might increase membership; Anna Leta Moss said that the Membership Committee is reviewing the dues structure and will take Sue's comments under advisement;

- **Article IX (Executive Board)**

- **Article IX, Section 1. d.** = Ruth made an editorial suggestion that we remove the number designating at-large representatives;
- **Article IX, Section 2. e.** = It was noted that "insure" should be corrected to "ensure;"
- **Article IX, Section 2. h.** = Meredith Goins suggested that the language should be changed to "appoint and evaluate the Executive Director of the Association;" since it is an amendment, it requires a vote; Jeffie called for a vote and all were in favor; amendment approved;
- **Article IX, Section 3.** = This section addresses meetings of the Executive Board and allows for the possibility of electronic meetings;

- **Article X (Advisory Council)**

- **Article X, Section 1.** = This is a new section on the Advisory Council; Heather and Dwight Hunter noticed some changes that need to be made, so Heather proposed an amendment for clarity of the groupings; the list should be changed and renumbered, and the phrases "including those serving..." should be deleted; the section should now read:

"The Advisory Council of the Association shall be composed of:

- a. Division Chairs
- b. Roundtable Chairs
- c. Leaders of Affiliates within Tennessee
- d. Leaders of Regional/National Affiliates
- e. Representative (ALA Councilor; SELA Representative; and TN State Librarian and Archivist)"

- **Article X, Section 2.** = Dwight also noted that we need changes here, related to Articles XIII and XIV; the proposed language for this sections is: "The Division Representatives and the Roundtable Representatives shall represent their constituents as voting members on the Advisory Council (See Article XI Section 2, and Article XIII and Article XIV Section 4.). Additionally, the Executive Board and At-Large Representatives shall be voting members. All other members of the Advisory Council are non-voting members." since the changes to Article X are an amendment, it requires a vote; Jeffie called for a vote and the majority was in favor, with one opposed; amendment approved;

- **Article XI (Standing Committees)**

- **Article XI, Section 1.** = Clarifies "Standing Committees" by adding Diversity Committee and re-naming the "Honors, Awards, and Scholarships Committee" and the "Staff and Career Development Committee;"
- **Article XI, Section 2. a.** = This is new language that states that an individual committee chair shall accompany the Division Representative when presenting an action item or discussion point from his/her committee;
- **Article XI, Section 5.** = States that committee chairs shall submit quarterly and annual reports on Committee activities, including financial statements; Jeffie clarified that the financial report is only required if you spent TLA funds;
- **Article XI, Section 6.** = Addresses written requests for funds to pay for committee activities; this is what we do now, so we are just matching our Bylaws with our current procedures;

- **Article XIII (Division Representative)** = This adds language addressing the Division Representatives; there was a question as to whether we would now have both committee reports and division reports; the answer is "yes," but this is really a procedural issue; Richard noted that we would have access to Go-To-Meeting for our groups;

- **Article XIV (Roundtables), Section 6.** = This is new language which states that all roundtable members shall be members of the Association; Anne Whitver noted that the function of the Government Documents Roundtable is to represent depository libraries to TLA, and asked if this language would make it harder for them; Annelle pointed out that nothing prohibits non-TLA members from joining in the work of a roundtable;

there was another question as to whether if they didn't have a certain number of members if they could still be a roundtable; Annelle noted that they have never questioned the lack of numbers to make membership; Ruth added that since there is no limit on roundtables, anyone can join to help make up those numbers; the only stipulation is that a roundtable representative has to be a member of the Association;

- **Article XV (Roundtable Representative)** = To clarify a question regarding roundtable representation on the Advisory Council, there is one vote for five roundtables, and you do not have to get another five to get a second vote so, for example, seven roundtables would equal two votes;
- **Article XVII (Publications), Section 3.** = Anthony explained that currently, all contact positions except the editor of the journal and the editor of the newsletter serve three year terms, while all others serve as long as satisfactory; the PAB recommends that all contract positions have a 3-year term which can be renewed; the last sentence of the section should read: "All persons appointed to the positions listed in this Section shall serve a three year term, which may be renewed." Since it is an amendment, it requires a vote; Jeffie called for a vote and all were in favor; amendment approved; Annelle noted that, historically, the book review editor has been appointed by the journal editor;
- **Article XX (Affiliation with In-state Organizations), Section 4.** = Martha asked about the wording because affiliates might not be TLA members; Jeffie noted this issue is addressed in Sections 3 and 5; for clarity, it was suggested that we revise the language to "The Executive Officer or designated representative of each affiliate shall be eligible to attend all meetings of the Advisory Council as a non-voting participant. Said officer or designated representative must be a member of the Association." Since this change is an amendment, it requires a vote; Jeffie called for a vote and all were in favor; amendment approved;
- **Article XXI (Amendments), Section 2** = This language was added at Annelle's request, so that Bylaws could be amended by mail or online ballot; since this is not current, however, these changes will be voted on by mail ballot, not electronically;

Since this is a motion from committee, it doesn't require a second; Jeffie called for a vote to approve the Bylaws revisions as amended, and all were in favor; approved(!)

Erika suggested that we hold webinars to answer any questions from the full membership prior to the final vote; Annelle said that we can do this via our Go-To-Meeting; the ballot will go out to all members in the middle of January, with the votes due in the middle of February; after the holidays, we can announce the changes to the bylaws and post them on the website so people can review them and make arrangements for the Go-To-Meeting, if they have questions; the maximum sign-ups for attendance via Go-To-Meeting is 26, so we might have to hold more than one. Sue asked if these changes would make a difference for non-members registering for conferences; Annelle said that would be a Conference Committee decision that doesn't relate to the Bylaws.

#### ANNOUNCEMENTS:

- The TN History Book Award Committee needs readers from west Tennessee; if you would like to volunteer or have suggestions for volunteers, email Trent Hanner at [trent.hanner@gmail.com](mailto:trent.hanner@gmail.com).
- Martha knows a local person, Judy Lewis, who wants to get involved in TLA right away; if anyone is on a committee in need of a member, let her know; Sharon says the PR Committee needs someone; Jeffie suggested that Martha send an email to the Board for additional feedback.
- There is currently one nominee for Vice President and two nominees for Secretary; if you have any other suggestions for officer nominees, please send them to Ross Bowron at [bowronc@apsu.edu](mailto:bowronc@apsu.edu).
- ALA has an "Adopt a Library" program for those that have experienced a disaster and are in need of relief; APA chapters can participate; more information will be forthcoming via email.
- Thanks again to everyone and to the members of the Restructure Committee and Bylaws and Procedures Committee; Happy Holidays!

The meeting was adjourned at 12:03p.m.

Respectfully Submitted,

Christina Chester-Fangman

Recording Secretary, 2017-2018

<b>ATTENDED:</b>			
Annelle Huggins	Jennifer Grady	Greg March	
Jeffie Nicholson	Dolores Greenwald	Anna Leta Moss	
Heather Lanier	Richard Groves	Jamie Osborn	
Christina Chester-Fangman	Meg Harrison	Sharon Parente	
Brigitte Belleadeaux	Dwight Hunter	Anthony Prince	
Ross Bowron	Misti Jenkins	Jill Rael	
Margaret Brown	Matthew Jordan	Bess Robinson	
Kristina Clement	Ruth Kinnersley	Purveen Rustomfram	
Martha Earl	Sue Knoche	J. Thomas	
Courtney Fuson	J. Michael Lindsay	Cindy Welch	
Jodie Gambill	Erika Long	Anne Whitver	
James Gill	DeAnne Luck		
Meredith Goins			

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