

Memo



To: 2009 Missouri Library Association Individual Members and Institutional Member Representatives

From: Karen Hayden, Bylaws and Handbook Committee Chair, khayden@little-dixie.lib.mo.us

Date: August 26, 2009

Re: Proposed Bylaws Change

At the Association's upcoming Annual Business Meeting on Thursday, October 9, 2009, 4 to 5 pm, Holiday Inn Select Executive Center, 2200 I-170 Drive Southwest, Columbia, MO 65203, you will be asked to vote on the following bylaws changes.

Public Libraries Division Chair Mary Beth Revels proposed changes on two bylaws topics - annual audit and executive committee. Chair Revels proposed that Bylaws Article II, Finances; Section 6, Annual Audit be changed to require an audit at least every three years, a change from the current charge that the Executive Board annually choose between a financial review or an audit. The current charge is based on the advice of MLA's CPA and Auditor Joan Casey and was approved by the membership at the 2008 Annual Business Meeting.

Regarding the executive committee, Chair Revels proposed that all executive committee responsibilities be deleted from the Bylaws, specifically:

1. Strike the words "and the Executive Committee" from Article V, Officers; Section 5, Duties of Officers, A, President;
2. Strike the words "upon recommendation of the Executive Committee" from Article IX, Executive Board, Section 2, Powers, Fourth;
3. Strike all of Article X, Executive Committee; and
4. Strike the words "the Executive Committee" from Article XII, Executive Headquarters, Section 2, Executive Director.

Chair Revels explained to the Executive Board that these proposals came out of the June 2009 Missouri Public Library Directors Meeting and address library community concerns. The removal of the executive committee responsibilities is intended to ensure open board communication.

President-Elect Sharon McCaslin proposed changes to Bylaws Article XI, Committees; Section 2, Standing Committees; dropping Continuing Education Committee and Personnel Committee and adding Public Relations Committee. These changes reflect the current roster of committee and bring the Bylaws into conformity with current practice.

On July 24, 2009, the Executive Board approved all of these proposals for member consideration at our upcoming Annual Business Meeting. A complete copy of the Bylaws follow for your review. Proposed deletions are shown in strikethrough format and proposed additions are shown in underlined format.

Thank you for your consideration of these matters. I look forward to seeing you at this year's Annual Business Meeting when I will call for your vote on this matter. Please feel free to contact me via the e-mail address listed below if you have any questions about or wish to discuss this matter further.

BYLAWS OF THE MISSOURI LIBRARY ASSOCIATION, INCORPORATED

The Missouri Library Association, Incorporated is a Chapter of the American Library Association and a Missouri Corporation, hereinafter, sometimes referred to as MLA, the Corporation, or the Association.

ARTICLE I. Members

Sec. 1. Types. MLA shall have three types of members: Individual, Institutional, and Honorary.

A. **Individual.** A person in good standing with the Association entitled to full rights and benefits of the Missouri Library Association. Only Individual members may serve as members of the Executive Board or may serve on standing committees, or as officers or committee members of Divisions or Special Interest Groups (SIGs), or other recognized groups within the Association. The categories for individual memberships are defined as follows and may include specific limitations:

1. Salaried library employees: those individuals who are employed full-time or part-time by any library or library-related institution.
2. Trustees: those individuals who are appointed as members of the Board of Trustees for any library.
3. Friends: those individuals who hold membership in an organized Friends of the Library group.
4. Citizen: any citizen who has an interest in libraries.
5. Students: any student enrolled full-time in a program leading to a degree in Library Science or to certification as a school library media specialist or school librarian. This category of membership shall be limited to a maximum of three years.
6. Retired: any individual who has retired from full-time library employment.
7. Corporate: available for any company representative or companies.
8. Special: available for anyone who wishes to provide additional support for the Association as specified on the Individual Membership Application.
9. Honorary Life: in recognition of outstanding library service in Missouri, Honorary life membership may be conferred upon any individual by a majority vote of the members of the Association present at an Annual Business Meeting, upon recommendation by the Executive Board. This membership shall include all rights and privileges of regular individual membership without the payment of dues.

B. **Institutional.** Libraries and other institutions may become members by complying with prescribed conditions regarding total library income as specified on the Institutional Membership Application. Institutional membership includes one vote and each Institutional Member must designate an Institutional voting representative. Institutional membership also includes the privilege of sending one representative to any MLA-sponsored event at the member rate.

C. **Honorary.** Honorary non-voting membership may be granted on a one-year basis by the Executive Board.

D. **Life.** No new Life memberships shall be accepted after October 1, 1994.

Sec. 2. Requirements. The requirements for each of the various types of memberships shall be the payment of dues as specified on the appropriate membership application. Membership in the Association shall not be denied or abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style.

Sec. 3. Good Standing. A member in good standing is one whose current dues are paid and who complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Sec. 4. Censure, One-year Suspension, or Expulsion. Any member may be censured or suspended by a majority vote of the Executive Board for good cause if according to its findings, violations of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations, has occurred. Any member may be expelled by a two-thirds vote of the Executive Board for good cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations, has occurred. Conduct unbecoming a member, conduct detrimental to the welfare of MLA, and indebtedness to MLA shall also be causes for disciplinary action. When such action is contemplated, the Executive Board shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should revocation result, any dues paid will not be refunded.

ARTICLE II. Finances

Sec. 1. Fiscal Year. The fiscal year of MLA shall be the calendar year.

Sec. 2. Dues. Dues for each category of membership shall be set, from time to time, in an amount approved by the Executive Board, subject to a majority vote at the Annual Business Meeting. Prior notification of not less than thirty days is required. The membership year of MLA shall be the calendar year.

Sec. 3. Non-Renewal and Reinstatement.

A. Members whose dues have not reached MLA Executive Offices by March 15 shall be considered non-renewed.

B. A non-renewed member or former member may apply for membership upon full payment of annual Association dues. Dues received after the Annual Business Meeting or October 1 (whichever is later) of a given year shall be recorded as payment of membership for the following calendar year.

Sec. 4. Special Dues. The Executive Board shall have the authority to adopt or suspend special membership dues for limited promotional purposes only.

Sec. 5. Registration Fees. There shall be a registration fee for those who attend the Annual Conference, determined annually by the Executive Board.

Sec. 6. Annual Audit. There shall be an annual audit or official financial review of the Association's accounts by an Auditor or CPA. The Executive Board may vote to have an official financial review instead of an audit. The Organization must have an audit at least every three years. The President, with the recommendation of the Budget and Finance Committee and the approval of the Executive Board, shall engage the services of an Auditor or CPA following the end of the fiscal year.

ARTICLE III. Divisions

Sec. 1. Formation. Divisions shall be comprised of MLA members who are associated with a particular type of library or library user as well as library trustees and friends. These divisions shall be Academic, Public, Youth Services, Special, and Trustees and Friends.

Sec. 2. Financial Support. Once approved by the Executive Board, a Division is eligible to request financial support from the Association.

Sec. 3. Goals. Each Division shall annually present its goals and a timetable for accomplishing those goals for approval by the Executive Board.

Sec. 4. Steering Committee. Each Division shall have a steering committee composed of three persons elected by the membership of that Division. One committee member shall be elected at each annual meeting of the Division and shall serve a three-year term of office in the following progression:

- First Year – serve as a member of the steering committee and as a recorder for the Division;
- Second Year – serve as vice-chair, who shall preside in the absence of the chair; and
- Third Year – serve as chair, who shall preside at all meetings of the Division and the steering committee.

A. The steering committee shall conduct the affairs of the Division between annual meetings of the Division, including the filling of vacancies of office.

B. In the first year of existence, a Division shall elect three members to its steering committee to serve staggered terms of one, two and three years.

C. If a vacancy occurs in a Division and there are no other officers, the President of MLA shall secure an individual to fulfill the term of office until the next Annual Meeting at which time the members of the Division shall select new officers.

Sec. 5. Executive Board Representation. Each Division with 15 or more members shall have a voting representative on the Executive Board of the Missouri Library Association.

Sec. 6. Division Bylaws. Divisions may define further bylaws as desired or needed by the group. These bylaws must conform to the Association Bylaws and be approved by the Executive Board.

Sec. 7. Annual Report. Each Division shall submit an annual report of its activities, which shall be published in the Association newsletter. The report shall outline progress toward achieving the goals established by the group, modifications to the goals in light of progress, the group's future objectives, and any additional information requested by the Executive Board. The report shall be submitted following the Annual Conference.

Sec. 8. Grandfather Clause. Academic, Public, School, Special, and Trustees Councils in existence prior to the adoption of these bylaws shall be recognized as Divisions.

ARTICLE IV. Special Interest Groups

Sec. 1. Formation. Special Interest Groups may be formed by members of the Association to pursue any activity that supports the purpose and goals of the Association.

Sec. 2. Minimum. A minimum of 15 MLA members may comprise a Special Interest Group.

Sec. 3. Approval. Each Special Interest Group must apply by petition for recognition by the Executive Board of MLA.

Sec. 4. Financial Support. Once approved by the Executive Board, a Special Interest Group is eligible to request financial support from the Association.

Sec. 5. Steering Committee.

Each Special Interest Group shall have a steering committee composed of at least three persons elected by the membership of that Special Interest Group. One committee member shall be elected at each annual meeting of the Special Interest Group and shall serve a three-year term of office in the following progression:

- First Year – serve as a member of the steering committee and as a recorder for the Special Interest Group;
- Second Year – serve as vice-chair, who shall preside in the absence of the chair; and
- Third Year – serve as chair, who shall preside at all meetings of the Special Interest Group and the steering committee.

Sec. 6. Special Interest Group Bylaws. Special Interest Groups may define further bylaws as desired or needed by the group. These bylaws must conform to the Association Bylaws and be approved by the Executive Board.

Sec. 7. Annual Report. Each Special Interest Group shall submit an annual report of its activities, which shall be published in the Association newsletter. The report shall be submitted following the Annual Conference.

Sec. 8. Review. The Executive Board shall review at least every third year its endorsement of each Special Interest Group on the basis of the group's annual report. If the Executive Board determines that the Special Interest Group is not adequately contributing to the mission and goals of the Association, the Chair of the SIG shall give cause at the next Executive Board meeting why the SIG should continue to be recognized. The Board shall determine at that meeting whether to withdraw its recognition of the SIG. Upon petition by at least 40 members of the Association, the decision of the Board may be appealed to the general membership at the next Annual Business Meeting.

Sec. 9. Dissolution. A Special Interest Group may choose to dissolve itself by its own initiative with a majority vote of the existing SIG members. A Special Interest Group will be deemed in-active if it fails to submit an annual report to the Executive Board for two consecutive years. An in-active group may re-activate by meeting the same criteria for formation in Sec. 1, 2 and 3 of Article III.

Sec. 10. Grandfather Clause. All non-voting councils in existence prior to adoption of these Bylaws shall be recognized as Special Interest Groups.

ARTICLE V. Officers

Sec. 1. Elected Officers. The elected officers of the Association shall be a President, President-Elect, Past-President, Secretary, and Treasurer. The officers shall be elected by ballot in advance of and announced at the Annual Business Meeting. The terms of all elected begin at the start of the new calendar year. The President-Elect succeeds to President. The President succeeds to the office of Past-President. The Treasurer is elected every two years.

Sec. 2. Nominating Committee. The President, on assuming office, shall appoint a Nominating Committee consisting of a chair and three members, giving consideration to geographical and type-of-library diversity.

Sec. 3. Vacancies. A vacancy occurring in an office, with the exception of the President, shall be filled until the next Annual Business Meeting through election by the Executive Board. The election shall be by ballot. A majority vote shall elect.

Sec. 4. Removal from Office. Any officer may be removed from office with cause by a two-thirds vote of all the voting members of the Board, at any regular or special meeting.

Sec. 5. Duties of Officers. The officers shall perform their duties as outlined in these Bylaws, Board Standing Rules and the adopted parliamentary authority.

A. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Executive Board, have general supervision, direction, and control of the business and officers of the Association. The President shall preside at all meetings of the members and the Executive Board ~~and the Executive Committee~~. The President shall have the general powers and duties of management of the office of President of a corporation.

B. President-Elect. In the absence or inability of the President, the President-Elect shall perform the duties of the President and shall assume the office of the Presidency if the President is unable to serve. The President-Elect shall succeed to the President following his/her term as President-Elect. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Executive Board or these Bylaws. The President-Elect is a member of the Bylaws and Handbook Committee and the Long Range Planning Committee and shall attend at least one meeting of each of the other standing committees.

C. Past-President. The President succeeds to the Past-President. The Past-President chairs the Bylaws and Handbook Committee and the Long Range Planning Committee. The Past-President provides continuity between administrations.

D. Secretary. The Secretary shall be responsible for the records of the Association; keep a record of all meetings of the Executive Board and of the general membership; process correspondence as directed by the Executive Board or the President; and have such other powers and perform such other duties as may be prescribed by the Executive Board or these Bylaws.

E. Treasurer. The Treasurer shall be the chief financial officer of the Association. The Treasurer prepares the annual budget, makes a financial report at all Executive Board Meetings and the Annual Business Meeting, advises the Board regarding other financial matters affecting the Association, has general powers and duties of the office of Treasurer and performs such other duties as may be prescribed by the Board of Directors or these Bylaws.

Sec. 6. Voting. All elected officers are members of the Executive Board with voting privileges.

ARTICLE VI. Elected Officials

Sec. 1. Elected Officials. The elected officials of the Association shall be the ALA Councilor and two Members-at-Large. An American Library Association Councilor shall be elected every three years beginning in 2001. One Member-at-Large shall be elected annually and shall hold office for two years. All officials shall be elected by ballot in advance of and announced at the Annual Business Meeting and shall hold office the following calendar year. The terms of all elected begin at the start of the new calendar year.

Sec. 2. Nominating Committee. The President, on assuming office, shall appoint a Nominating Committee consisting of a chair and three members, giving consideration to geographical and type-of-library diversity.

Sec. 3. Vacancies. A vacancy occurring in an elected official's office shall be filled until the next Annual Business Meeting through election by the Executive Board. The election shall be by ballot. A majority vote shall elect.

Sec. 4. Removal from Office. Any elected official may be removed from office with cause by a two-thirds vote of all the voting members of the Board, at any regular or special meeting.

Sec. 5. Duties of Elected Officials. The elected officials shall perform their duties as outlined in these Bylaws, Board Standing Rules and the adopted parliamentary authority.

A. **ALA Councilor.** Represents the Missouri Library Association (MLA) and the American Library Association (ALA) members in Missouri in accordance with ALA guidelines.

B. **Members-At-Large.** Each Member-at-Large will attend Executive Board meetings. Members-at-Large are elected to represent the entire Missouri Library Association membership. They should familiarize themselves with members' concerns by attending as many committee meetings, SIG meetings, etc. as possible. They should coordinate their activities to ensure full representation of the Association.

Sec. 6. Voting. All elected officials are members of the Executive Board with voting privileges.

ARTICLE VII. Nominations, Elections and Voting

Sec. 1. Nominations. The Nominating Committee shall annually present a slate of one or more nominations for President-Elect, for Secretary, and for one Member-at-Large representative to the Executive Board. The Treasurer shall be presented every two years. The Nominating Committee shall present one or more nominations for an American Library Association Councilor every three years, beginning in 2001. Nominations shall be reported to the President and Executive Director in accordance with the newsletter submission deadline in advance of conference each year. Names of nominees shall be communicated to the membership not later than August 31 of each year. Nominees shall submit to the Executive Director a Statement of Professional Concerns and digital photo in accordance with the newsletter submission deadline in advance of conference each year.

Sec. 2. Additional Nominees. Additional candidates may be added to the slate of nominees by self-nomination or nomination by any current MLA member. A nomination by an MLA member must include a statement by the nominee agreeing to be a candidate. The names of additional candidates must be submitted to the President in accordance with the newsletter submission deadline in advance of conference each year. Candidates for all elected positions on the Executive Board shall present a statement of professional concerns and digital photo in accordance with the newsletter submission deadline in advance of conference each year to the Executive Director.

Sec. 3. Elections. The Executive Director shall distribute the ballots to all Individual and Institutional Members. These members shall receive ballots and statements of concerns of candidates at least twenty-one days prior to the beginning of the Annual Business Meeting. All ballots must be received at the MLA Executive Office by the designated deadline. Counting of the ballots shall take place prior to the Annual Business Meeting. Announcement of new officers shall take place at the Annual Business Meeting, normally held during the Annual Conference. In the event of a tie vote, those eligible Members present at the Annual Business Meeting shall vote to determine the outcome.

Sec. 4. Voting.

A. Any Individual Member or Institutional Member in good standing has a one vote privilege.

B. An Institutional Member shall designate one voting representative.

C. Voting may be conducted in writing, electronically, by voice or by show of hands.

D. For a vote to be valid a simple majority of the votes cast is needed for approval.

E. An institutional member representative may designate a proxy voter by notifying the MLA Executive Office in writing prior to a vote.

ARTICLE VIII. Membership Meetings

Sec. 1. Annual Business Meeting. The Business Meeting shall be held at a date and place to be fixed by the Executive Board. A notice of this meeting shall be sent to all members of the Association at least 30 days before the meeting. There shall be a Parliamentarian present at the Annual Business Meeting, as needed. The Parliamentarian shall advise the presiding officer on points of parliamentary procedure.

Sec. 2. Voting Body. The meeting(s) shall be open to all members of the Association. The privilege of making motions, debating and voting shall be limited to Individual Members and Institutional Member representatives.

Sec. 3. Quorum. The quorum shall consist of fifty members or ten percent of the total association membership, whichever is less.

Sec. 4. Special Meetings. Special meetings may be called by the President upon a majority vote of the Executive Board. All members shall be notified.

Sec. 5. Postponement or Cancellation. In the event of an emergency, the President, with a majority vote of the Executive may postpone or cancel any meeting.

ARTICLE IX. Executive Board

Sec. 1. Composition. The Executive Board shall be composed of the President, President-Elect, Secretary, and Treasurer; the American Library Association Councilor; Immediate Past-President; one representative for each type of Library Division, i.e., academic, public, youth services, special, and trustees and friends; and two Members-at-Large. All members of the Executive Board have voting privileges.

Sec. 2. Powers. The Executive Board shall have all power and authority over the affairs of the Association during the interim between meetings of the Association, excepting that of modifying any action taken by the Association. Without prejudice to such general powers, but subject to the limitations of the Articles of Incorporation and of these Bylaws, the Executive Board shall have the following powers:

First – To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefore not inconsistent with the law or with the Articles of Incorporation or the Bylaws, as they may deem best.

Second – To delegate to committees any of the powers and authority of the Board in management of the business and affairs of the Association.

Third – To adopt rules of procedure for the transaction of business by the executive board and a manual for committees provided they do not conflict with these bylaws.

Fourth – To hire the Executive Director ~~upon recommendation of the Executive Committee.~~

Fifth – To approve the Budget and set the registration fee for the Conference.

Sixth – To remove any officer, agent or employee of the Association, prescribe such powers and duties for officers, agents and employees of the Association as may not be inconsistent with the law or with the Articles of Incorporation of the Bylaws, fix their compensation and require from them security for faithful service.

Sec. 3. Meetings. The meetings of the Executive Board may be held before and after the Annual Business Meeting. The Executive Board shall meet a minimum of five times throughout the year, the place and date to be fixed by the President. The agenda of all regular meetings of the Executive Board shall be determined by the President and must include all items submitted by members of the Executive Board. Meetings may be conducted via telecommunications.

Sec. 4. Special Meetings. Special meetings of the Executive Board may be called by the President. If the President is absent or unable or refuses to act, any other officer may call a special meeting upon the request of five members of the board.

Sec. 5. Annual Report. The Executive Board shall make an annual report of its activities to the Association, prepared by the President and the Secretary and approved by the Board.

Sec. 6. Quorum. A majority of the Board shall constitute the quorum.

~~ARTICLE X. Executive Committee~~

~~Sec. 1. Composition.~~ ~~The Executive Committee shall consist of the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President.~~

~~Sec. 2. Duties.~~ ~~Between meetings of the Executive Board the Board may authorize the Executive Committee to perform such duties as the Board may deem expedient. The Committee shall evaluate the Executive Director annually. The Executive Committee shall recommend to the Executive Board the candidate for Executive Director.~~

~~Sec. 3. Meetings.~~ ~~The Executive Committee shall meet as the business of MLA requires and at such time and place as may be determined by the President. Actions of the Committee shall be reported to the entire Executive Board at the next meeting for consideration and ratification.~~

~~Sec. 4. Quorum.~~ Three voting members shall constitute a quorum of the Executive Committee.

ARTICLE ~~XI~~ X. Committees

Sec. 1. Committees. There shall be standing and ad hoc committees as deemed necessary by the Executive Board. The Chair of the Committees, with the exception of the Budget and Finance Committee, shall be appointed by the President. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Sec. 2. Standing Committees. There shall be the following standing committees: Annual Conference, Awards, Budget and Finance, Bylaws and Handbook, Conference Site Selection, ~~Continuing Education~~, Intellectual Freedom, Legislative, Long Range Planning, Membership, Nominating, ~~Personnel~~, Public Relations, and Publications.

Sec. 3. Composition. The composition and requirements of committees shall be as set out in guidelines for committees in the MLA Handbook. Plan of work shall be approved by the Executive Board prior to action by the committees.

ARTICLE ~~XII~~ XI. Executive Headquarters

Sec. 1. Executive Headquarters. The Association shall maintain a permanent Headquarters and Executive Office.

A. The business of Headquarters shall be under the direction of the Executive Director who shall be hired by the Executive Board and shall be under the direct supervision of the President.

B. Funds shall be allocated in the budget for rental space, necessary personnel and other expenses to maintain the Headquarters.

Sec. 2. Executive Director. The Executive Director is the executive officer of the Association and is responsible for all office operations and the conduct of official business. The Executive Director shall attend the meetings of the Executive Board, ~~the Executive Committee~~, and the Annual Business Meeting as a member ex-officio without vote. The Executive Director shall be given prior notice of and the right to be present at all meetings of the Executive Board except during executive sessions of the Board. The Executive Director shall not be counted in the quorum, shall not make motions, but may participate in debate.

ARTICLE ~~XIII~~ XII. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE ~~XIV~~ XIII. Amendment of Bylaws

Bylaws may be amended by approval of the Executive Board, subject to a majority vote at the Annual Business Meeting. Prior notification, including amended text, of not less than thirty days is required.

Approved by the MLA membership October 2, 2008.