

Proposed Amendments to the Bylaws of the Missouri Library Association (7/26/11)

Proposal #1. Rationale: Clarify who has the authority to set the dues amount.		
Current Wording	Proposed Amendment	If Adopted, Will Read
Article I. Membership. Section 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.	Amend: By striking and inserting. Section 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 <u>determined by the Executive Board</u> . 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.	Section 2. Requirements. The requirements for each of the various types of memberships shall be the payment of dues as determined by the Executive Board. 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.

Proposal #2. Rationale: Not being in compliance with the Articles of Incorporation and the Bylaws may be a reason to suspend or expel a member, but it is important that proper procedures are followed before declaring a membership not in good standing.		
Current Wording	Proposed Amendment	If Adopted, Will Read
Article I. Membership. Section 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.	Amend: By striking and inserting. Section 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 whose membership is not suspended.	Section 3. Good Standing. A member in good standing is one whose current dues are paid and whose membership is not suspended.

Proposal #3. Rationale: Standard language in state statutes is "cause" rather than "good cause." Use of the word "expulsion" is consistent with title of the section.		
Current Wording	Proposed Amendment	If Adopted, Will Read
Article I. Membership. Section 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.	Amend: By striking; striking and inserting. Section 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 <u>expulsion</u> result, any dues paid will not be refunded.	Section 4. Censure, One-year Suspension, or Expulsion. Any member may be censured or suspended by a majority vote of the Executive Board for 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 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 expulsion result, any dues paid will not be refunded.

Proposal #4. Rationale: Without this addition the term is exactly 730 days from that date of election. The additional language allows for filling vacancies and term adjustment due to varying dates of the annual meeting.		
Current Wording	Proposed Amendment	If Adopted, Will Read
Article IV. Officers. Section 3. Terms. The President-Elect and	Amend: By adding	Section 3. Terms. The President-Elect and six Members-At-

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six Members-At-Large will serve two year terms.	Section 3. Terms. The President-Elect and six Members-At-Large will serve two year terms <u>or until their successors are elected.</u>	Large will serve two year terms or until their successors are elected.
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Proposal #5. Rationale: Correct wording.

Current Wording	Proposed Amendment	If Adopted, Will Read
Article IV. Officers. Section 5. 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.	Amend: By striking and inserting Section 5. Removal from Office. Any officer may be removed from office with <u>for</u> cause by a two-thirds vote of all the voting members of the Board, at any regular or special meeting.	Section 5. Removal from Office. Any officer may be removed from office for cause by a two-thirds vote of all the voting members of the Board, at any regular or special meeting.

Proposal #6. Rationale: Duplication. This provision is in Article VII.

Current Wording	Proposed Amendment	If Adopted, Will Read
Article IV. Officers. Section 7. Voting. All elected officers are members of the Executive Board with voting privileges.	Amend: By striking Section 7. Voting. All elected officers are members of the Executive Board with voting privileges.	

Proposal #7. Rationale: Since the Annual meeting can be any date as decided by the Executive Board, it is best to change the "hard dates" to X number of days prior to the Annual Business Meeting. This timeline allows the membership to determine if they want to make additional nominations after learning the names of the nominees proposed by the Nominating committee.

Current Wording	Proposed Amendment	If Adopted, Will Read
ARTICLE V. Nominations, Elections and Voting Section 1. Nominations. ... The Nominating Committee shall present its slate of nominees to the Board by June 30th of each year. Names of nominees shall be communicated to the membership not later than August 31 of 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 Board by June 30th of each year.	Amend: By striking and inserting Section 1. Nominations. ... The Nominating Committee shall present its slate of nominees to the Board by June 30th of each year <u>at least 90 days prior to the Annual Business Meeting.</u> Names of nominees <u>nominated by the Nominating Committee</u> shall be communicated to the membership not later than August 31 of each year <u>at least 75 days prior to the Annual Business Meeting.</u> 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 Board by June 30th of each year <u>at least 45 days prior to the Annual Business Meeting.</u>	Section 1. Nominations. ... The Nominating Committee shall present its slate of nominees to the Board at least 90 days prior to the Annual Business Meeting. Names of nominees nominated by the Nominating Committee shall be communicated to the membership at least 75 days prior to the Annual Business Meeting. 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 Board at least 45 days prior to the Annual Business Meeting.

Proposal #8. Rationale: It is preferred that a committee other than the nominating committee count the ballots since the nominating committee has voiced a preference in the nominees. When elections are conducted by mail a plurality vote should be the vote requirement rather than a majority.

Current Wording	Proposed Amendment	If Adopted, Will Read
ARTICLE V. Nominations, Elections and Voting Section 3. Elections. Ballots and statements of professional concern shall be distributed to all voting members at least twenty-one days prior to the beginning of the Annual Business Meeting. All ballots cast must be received by the designated deadline. The Nominating Committee shall count the ballots prior to the Annual Business Meeting and announce the results	Amend: By striking and inserting; inserting Section 3. Elections. Ballots and statements of professional concern shall be distributed to all voting members at least twenty-one days prior to the beginning of the Annual Business Meeting. All Only <u>Only</u> ballots cast must be received by the designated deadline shall be counted. The Nominating A <u>Committee of three selected by the Executive Board shall</u>	Section 3. Elections. Ballots and statements of professional concern shall be distributed to all voting members at least twenty-one days prior to the beginning of the Annual Business Meeting. Only ballots received by the designated deadline shall be counted. A committee of three selected by the Executive Board shall count the ballots prior to the Annual Business Meeting and announce the results at the Annual

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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.	count the ballots prior to the Annual Business Meeting and announce the results at the Annual Business Meeting, normally held during the Annual Conference. <u>A plurality vote shall elect.</u> In the event of a tie vote, those eligible Members present at the Annual Business Meeting shall vote to determine the outcome.	Business Meeting, normally held during the Annual Conference. A plurality vote shall elect. In the event of a tie vote, those eligible Members present at the Annual Business Meeting shall vote to determine the outcome.
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Proposal #9. Rationale: *This section pertains to general voting rights and procedures and therefore should be in the Membership Meetings article.*

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>ARTICLE V. Nominations, Elections and Voting Section 4. Voting.</p> <p>A. Any Individual, Affiliate or Institutional Member in good standing has a one vote privilege.</p> <p>B. An Institutional or Affiliate Member shall designate one voting representative.</p> <p>C. Voting may be conducted in writing, electronically, by voice or by show of hands.</p> <p>D. For a vote to be valid a simple majority of the votes cast is needed for approval.</p> <p>E. An institutional or affiliate member representative may designate a proxy voter by notifying the Board President in writing prior to a vote.</p>	<p>Amend: By striking from Article V and inserting in Article VI ARTICLE V. Nominations, and Elections and Voting Section 4. Voting.</p> <p>A. Any Individual, Affiliate or Institutional Member in good standing has a one vote privilege.</p> <p>B. An Institutional or Affiliate Member shall designate one voting representative.</p> <p>C. Voting may be conducted in writing, electronically, by voice or by show of hands.</p> <p>D. For a vote to be valid a simple majority of the votes cast is needed for approval.</p> <p>E. An institutional or affiliate member representative may designate a proxy voter by notifying the Board President in writing prior to a vote.</p> <p>Article VI. Membership Meetings Section 6. Voting.</p> <p><u>A. Any Individual, Affiliate or Institutional Member in good standing has a one vote privilege.</u></p> <p><u>B. An Institutional or Affiliate Member shall designate one voting representative.</u></p> <p><u>C. Voting may be conducted in writing, electronically, by voice or by show of hands.</u></p> <p><u>D. For a vote to be valid a majority of the votes cast is needed for approval unless otherwise provided in these bylaws</u></p> <p><u>E. An institutional or affiliate member representative may designate a proxy voter by notifying the Board President in writing prior to a vote.</u></p>	<p>Article VI. Membership Meetings Section 6. Voting.</p> <p>A. Any Individual, Affiliate or Institutional Member in good standing has a one vote privilege.</p> <p>B. An Institutional or Affiliate Member shall designate one voting representative.</p> <p>C. Voting may be conducted in writing, electronically, by voice or by show of hands.</p> <p>D. For a vote to be valid a majority of the votes cast is needed for approval unless otherwise provided in these bylaws</p> <p>E. An institutional or affiliate member representative may designate a proxy voter by notifying the Board President in writing prior to a vote.</p>

Proposal #10. Rationale: *The bylaws need to reflect statutory requirements.*

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>ARTICLE VI. Membership Meetings. Section 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. ...</p>	<p>Amend: By inserting; inserting and striking Section 1. Annual Business Meeting. The Business Meeting shall be held at a date and place to be fixed by the Executive Board. <u>Per statutory requirements, A notice of this meeting shall be sent to all members of the Association no fewer than 30 nor more than 60 days before the meeting date.</u> at least 30 days before the meeting. ...</p>	<p>Section 1. Annual Business Meeting. The Business Meeting shall be held at a date and place to be fixed by the Executive Board. <u>Per statutory requirements, A notice of this meeting shall be sent to all members of the Association no fewer than 30 nor more than 60 days before the meeting date.</u> ...</p>

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Proposal #11. Rationale: *This bullet point should be struck due to duplication because management of the Association is provided for in bullet #1 of this section.*

Current Wording	Proposed Amendment	If Adopted, Will Read
ARTICLE VII. Executive Board. Section 2. Powers. ... 4. To determine the management of the Association ...	Amend: By striking and renumbering remaining bullet points Section 2. Powers. ... 4. To determine the management of the Association ...	Section 2. Powers.

Proposal #12. Rationale: *Allows the Executive Board to take action without a meeting in accordance with statutory requirements.*

Current Wording	Proposed Amendment	If Adopted, Will Read
ARTICLE VII. Executive Board.	Amend: By adding a new Section 7. <u>Section 7. Action Without a Meeting. Any action that may be required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if all members of the Executive Board consent to the action in writing. The action shall be reported in the written consents filed with the minutes of the next regular or special meeting of the Executive Board.</u>	Section 7. Action Without a Meeting. Any action that may be required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if all members of the Executive Board consent to the action in writing. The action shall be reported in the written consents filed with the minutes of the next regular or special meeting of the Executive Board.

Proposal #13. Rationale: *The bylaws need to reflect the correct title of the book.*

Current Wording	Proposed Amendment	If Adopted, Will Read
ARTICLE IX. Parliamentary Authority. The rules contained in the latest edition of <i>Robert's Rules of Order</i> 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.	Amend: By inserting ARTICLE IX. Parliamentary Authority. The rules contained in the latest edition of <i>Robert's Rules of Order Newly Revised</i> 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 IX. Parliamentary Authority. The rules contained in the latest edition of <i>Robert's Rules of Order Newly Revised</i> 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.