

## 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

**Section 1. Types:** MLA shall have four types of members: Individual, Institutional, Affiliate 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 of Communities of Interest, 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. **Affiliate.** Organizations and businesses who support libraries and library staff may become members by complying with prescribed conditions regarding total library income as specified on the Affiliate Membership Applications. Affiliate membership includes one vote and each Affiliate Member must designate an Affiliate voting representative. Affiliate membership also includes the privilege of sending one representative to an MLA-sponsored event at the member rate.
- D. **D Honorary.** Honorary non-voting membership may be granted on a one-year basis by the Executive Board.
- E. **Life.** No new Life memberships shall be accepted after October 1, 1994.

**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.

**Section 3. Good Standing:** A member in good standing is one whose current dues are paid and whose membership is not suspended.

**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.

## **ARTICLE II. Finances**

**Section 1. Fiscal Year:** The fiscal year of MLA shall be the calendar year.

**Section 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.

**Section 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.

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

**Section 5. Registration Fees:** There shall be a registration fee for those who attend the Annual Conference, approved annually by the Executive Board.

**Section 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. Communities of Interest (CI)**

**Section 1. Formation:** Communities of Interest (CI) may be formed by members of the Association to pursue any activity that supports the purpose and goals of the Association. Members may form a Community of Interest by submitting a form to the Community of Interest Council (CIC), which states the name of the Community of Interest, a contact person, and function; 15 MLA members in good standing are needed to support the formation of a Community of Interest.

**Section 2. Statement of Purpose:** Each Community of Interest must provide a brief description of planned activities for the next fiscal year, including any requests for financial support from the association.

**Section 3: Community of Interest Representation:** The membership of each Community of Interest must elect or appoint 1 or more persons as leader(s) of the Community of Interest who serve as the contact for the group, are responsible for the submission of an annual report and submit financial requests for the Community of Interest. Additional leaders may be elected or appointed as deemed appropriate by the Community of Interest membership.

**Section 4. Annual Report:** Each active Community of Interest must submit an annual report in order to perpetuate the group. The report must contain a summary of activities, and appropriate budgetary information if funds were received through MLA. The annual report shall be published through appropriate association publication.

**Section 5. Review:** The Community of Interest Council will review the annual report of each Community of Interest, placing Communities of Interest that have not filed an annual report in abeyance.

**Section 6. Community of Interest Bylaws:** Communities of Interest may define further bylaws as desired or needed by the group. These bylaws may not be in conflict with the Missouri Library Association's Bylaws. Community of Interest bylaws must be reviewed and approved by the Community of Interest Council, filed with MLA and made public through appropriate association publication.

**Section 7. Financial Support:** Communities of Interest in good standing are eligible to request appropriate financial support from the association through the Community of Interest Council or Annual Conference committee.

**Section 8. Abeyance:** Communities of Interest that have not filed an annual report with the Community of Interest Council by December 31<sup>st</sup> of each year will be placed in abeyance for one

year, or until their annual report is received. Communities of Interest in abeyance are not eligible to receive financial support from the Association.

**Section 9. Dissolution:** Communities of Interest will be dissolved by the Community of Interest Council if no annual report has been filed, and the Community of Interest has been in abeyance for one year.

**Section 10. Grandfather Clause:** All divisions and SIGS in existence prior to these bylaws shall be recognized as Communities of Interest.

#### **ARTICLE IV. Officers**

**Section 1. Elected Officers:** The elected officers of the Association shall be a President, President-Elect, Past-President, ALA Councilor, and six Members-At-Large. The officers shall be elected by ballot in advance of the Annual Business Meeting. They will be announced electronically to the membership following the notification of the winners and recognized officially at the Annual Business Meeting.

The terms of all elected begin at the start of the new calendar year, except the ALA Councilor whose term begins at the conclusion of the summer ALA Conference following his/her election. The newly elected Board shall vote among themselves to select the Secretary, Assistant Treasurer, and Membership Chair from the Members-At-Large. The Assistant Treasurer will succeed to the Treasurer at the beginning of the calendar year. President-Elect succeeds to the President at the beginning of the calendar year. The President will succeed to the Past-President at the beginning of the calendar year.

**Section 2. Nominating Committee:** The Nominating Committee shall be chaired by the Past-President. Three additional members shall be chosen to serve on this committee, giving consideration to creating a committee diverse in geography and library type.

**Section 3. Terms:** The President-Elect will serve three year terms or until their successors are elected. The six Members-At-Large will serve two year terms or until their successors are elected. The President, having been the President-Elect the previous year, will serve as President for one year. The following year, the President will serve as Immediate Past-President. The ALA Councilor will serve a three year term as set by ALA guidelines. Officers can serve no more than two consecutive terms.

**Section 4. Vacancies:** A vacancy on the Executive Board shall be filled by an interim appointment by the president, with the approval of the Executive Board and shall serve the remainder of the unexpired term.

**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.

**Section 6. Duties of Officers:** The officers shall perform their duties as outlined in these Bylaws, 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. 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.
- C. **Past-President.** The Past-President shall serve in an advisory role to the President and President-Elect and serve as chair of the Nominating Committee.
- 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.
- F. **Assistant Treasurer.** The Assistant Treasurer assists the Treasurer with duties of the office of Treasurer and any other duties as prescribed by the Executive Board or these Bylaws. In the absence or inability of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer and shall assume the duties of the Treasurer if the Treasurer is unable to serve. The Assistant Treasurer shall succeed to the Treasurer following his/her term as Assistant Treasurer. The Assistant Treasurer shall have such other powers and perform such other duties as may be prescribed by the Executive Board or the Association's Bylaws.
- G. **Membership Chair.** The Membership Chair shall be responsible for chairing the Membership Committee and fulfilling the duties of the Membership Committee as stated in the MLA Handbook. This Member-at-Large shall be tasked with approaching his/her role on the Board through the lens of Membership Chair.
- H. **ALA Councilor.** Represents the Missouri Library Association (MLA) and the American Library Association (ALA) members in Missouri in accordance with ALA guidelines.
- I. **ALA Councilor-Elect.** The ALA Councilor-Elect serves as an ex officio member of the Executive Board during the interim following his/her election (announced at the MLA Annual Business Meeting in October) and assumption of the duties of Councilor, which occurs at the conclusion of the ALA Annual Conference the following summer. This interim provides an orientation period for the Councilor-Elect and an opportunity for the out-going Councilor to advise and mentor his/her successor, in order to promote a smooth transition of office.

- J. Members-At-Large.** Members-At-Large are elected to represent the entire Missouri Library Association membership.

**Section 7. Eligibility:** Full-rate, individual members are eligible to serve on the MLA Board. Employees of firms that provide goods or services directly to MLA are excluded from serving on the MLA Board.

## **ARTICLE V. Nominations and Elections**

**Section 1. Nominations:** The Nominating Committee shall annually present a slate of two or more nominees for President-Elect, and no fewer than five nominees for Member-at-Large positions to the Executive Board. The Nominating Committee shall present a slate of two or more nominees for an American Library Association Councilor every three years. All nominees must be members in good standing when nominated and during their tenure as an elected officer. Additionally, each nominee must either live in Missouri, work in or be retired from a Missouri library.

During the election following the approval of these bylaws, three Members-At-Large will be elected to serve a one year term and three will be elected to serve a two year term. Thereafter at each regular election, Members-At-Large shall be elected for a term of two years.

The Nominating Committee shall present its slate of nominees to the Board for approval at least 90 days prior to the opening date for elections. Names of nominees submitted by the Nominating Committee shall be communicated to the membership at least 60 days prior to the opening date for elections.

**Section 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 30 days prior to the opening date for elections.

**Section 3. Elections:** Ballots and statements of professional concern shall be distributed to all voting members in a timely manner in order to permit notification of the winners at least twenty-one days prior to the beginning of the Annual Business Meeting. Only current MLA members may vote in MLA elections. To be eligible to vote, members must be current in their membership at the start of the election. Only ballots received by the designated deadline shall be counted. A committee of two selected by the Executive Board shall count all ballots prior to the Annual Business Meeting. In the event of a disagreement, an Executive Board member may be appointed by the President to act as a third committee member. Election results will be formally recognized at the Annual 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.

## **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. Per statutory requirements, 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. 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.

**Section 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 Affiliate and Institutional Member representatives.

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

**Section 4. Special Meetings:** Special meetings may be called by physical or virtual means by the President upon a majority vote of the Executive Board. All members shall be notified.

**Section 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.

**Section 6. Voting:**

- A. Any Individual, Affiliate or Institutional Member in good standing has a one vote privilege.
- B. An Institutional or Affiliate 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 majority of the votes cast is needed for approval unless otherwise provided in these bylaws.
- E. An institutional or affiliate member representative may designate a proxy voter by notifying the Board President in writing prior to a vote.

**ARTICLE VII. Executive Board**

**Section 1. Composition:** The Executive Board shall be composed of the President, President-Elect, six Members-At-Large, and the American Library Association Councilor. All members of the Executive Board have voting privileges.

**Section 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:

- A. 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.
- B. To delegate to committees any of the powers and authority of the Board in management of the business and affairs of the Association.
- C. 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.
- D. To approve the Budget all fees other than membership.
- E. 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.

**Section 3. Meetings:** The meetings of the Executive Board may be held before and after the Annual Business Meeting. The Executive Board shall meet, physically or by virtual means, a minimum of five times throughout the year, the place and date to be fixed by the President. There shall be a Board meeting in November to adopt the budget. 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.

**Section 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.

**Section 5. Annual Report:** The Executive Board shall make an annual report of its activities to the Association.

**Section 6. Quorum:** A majority of the Board shall constitute the quorum.

**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.

#### **ARTICLE-VIII. Committees**

**Section 1. Committees:** There shall be standing and ad hoc committees.

**Section 2. Composition:** The composition and requirements of standing and ad hoc committees shall be as set out in the MLA Handbook. Plan of work shall be approved by the Executive Board prior to action by the committees.

#### **ARTICLE IX. Parliamentary Authority**

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* 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 X. Amendment of Bylaws**

Proposed amendments may be approved by one of two methods:

- a. By sending proposed changes to all members in good standing at the time of the ballot at least four weeks in advance of the annual or a special meeting. Approval must be by a majority vote of total ballots returned at the annual or special meeting.
- b. By sending proposed changes and an electronic or paper ballot to all members in good standing. Approval must be by a majority vote of total electronic and paper ballots returned. The voting period shall be no less than four weeks.

-- Approved by the MLA membership October 2011  
Amended October 2013, October 2014, July & October 2015. October 2016, October 2017