



Montana Library Association

From the Mountains to the Prairies

MLA BOARD REPORTS

Office held/Chair of: Bylaws Committee

Reported By: Bobbi Otte

Date: 10/15/2017

Progress or Successes Since Our Last Meeting:

Review of current bylaws.

New Issues:

Board Action Requested:

Review possible changes to bylaws. The changes are below in red.

Other Comments:

Some of the changes seem to just be housekeeping items and may have occurred when moving to the new website.

Financial Report: FY 2017 budget: _____

Amount spent: \$0

(If unknown, please contact Executive Director)

**Please attach your completed report and email it to MLA Secretary.*

Bylaws of the Montana Library Association, Inc.

(Revised: June 1995, April 2002, June 2009, April 2011, April 2015, March 2017)

ARTICLE I NAME AND LOCATION

The name of the corporation is Montana Library Association, Inc. [hereinafter Association]. The address of the corporation shall be determined by the Board of Directors as set forth in the Association's Manual of Procedure. Meetings of members and directors may be held at such places within the state as may be designated by the Board of Directors.

ARTICLE II PURPOSE OF THE ASSOCIATION

The purpose of the Association is to promote library interest and development and to raise the standards of library services in the state of Montana. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers or members, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of the Association.

ARTICLE III MEMBERSHIP

Section 1. There shall be six classes of members: student, active, institution, commercial, permanent retired, and honorary life.

Section 2. Student members. Any student, unemployed individual, non-salaried individual, trustee, or friend may become a member of the Association upon payment of dues as provided in the Association's Bylaws.

Section 3. Active members. Any person actually engaged in library work or interested in library service may become an active member of this Association and be entitled to all its privileges upon payment of the dues as provided in the Association's Bylaws.

Section 4. Institutional members. Any institution or association engaged in library work may become a member of the Association upon payment of dues as provided in the Association's Bylaws.

Section 5. Commercial members. Commercial businesses, except institutions eligible for institutional membership, may become a member of the Association upon payment of dues as provided in the Association's Bylaws.

Section 6. Permanent retired members. Any person that has retired from active library work may become a member of the Association upon payment of dues as provided in the Association's Bylaws.

Section 7. Honorary life members. Upon recommendation of the Board of Directors, the Association may, from time to time, elect honorary members who shall pay no dues but who shall be entitled to all the privileges of this Association.

Section 8. Membership eligibility. The Board of Directors of this Association shall be the sole judge of the eligibility of all applicants for membership, in accordance with the provisions of the preceding sections of this article.

Section 9. Voting privileges. Each member of the Association in good standing shall be entitled to all voting privileges. Each institutional and commercial member may have, through a delegated representative, one vote on all questions which come before the Association.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual meeting. There shall be an annual meeting of members of the Association. The city, venue and date and approximate date of said meeting shall be set three years in advance by the Board of Directors. **“Approximate date” should be removed**

Commented [BO1]: “Approximate date” should be removed.

Section 2. Special meetings. Special meetings of members may be called by the President, the Board of Directors, or at the request of 30 members of the Association made to the President.

Section 3. Notice of meeting. Written notice of membership meetings stating the place, day, and hour of such meeting shall be given not less than ten, or more than ninety, days before the date of such meetings. In the case of special meetings, the purpose or purposes of the meetings shall be stated in the notice.

Section 4. Quorum. Those members present shall constitute a quorum for the transaction of business at meetings of members.

Section 5. Procedure and order of business. All meetings shall be conducted in accordance with Roberts Rules of Order (rev. ed.).

ARTICLE V BOARD OF DIRECTORS

Section 1. Number. **“Number” should be removed** The affairs of the Association shall be governed by a Board of Directors. Eight Directors shall be members of the Association and shall be nominated and elected as provided in the Bylaws. These members shall be the President, the Vice President-President Elect, the Secretary- Treasurer, the Pacific Northwest Library Association (PNLA) Representative, the Mountain Plains Library Association (MPLA) Representative, the American Library Association Chapter Councilor, and two Directors At Large. Ex officio voting members shall be the immediate Past President, and the chairperson of each Division. The Montana State Librarian or her/his representative shall be an ex officio non-voting member.

Commented [BO2]: “Number” should be removed

Section 2. Power and duties.

- a. The Board of Directors shall possess all powers conferred upon the corporation by the laws of the state of Montana insofar as such powers are consistent with the purpose of the Association, its Articles of Incorporation and the Bylaws.

- b. The Board of Directors shall have the duty to keep records of all of its acts and all corporate and financial affairs and to present a statement thereof at the Association's annual meeting of members or at such special meetings of members called for purposes of having such a statement.
- c. The Board of Directors shall supervise all officers, agents, and employees of the Association and see that their duties are properly performed.
- d. The Board of Directors shall maintain a manual of procedure which sets forth the policies and procedures of the Association.

Section 3. Resignation and removal of directors. Any elected director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the board. Such resignation shall take effect at the time specified in such notice, and the acceptance of such resignation shall not be necessary to make it effective. Any elected director may be removed, with or without cause, by a majority vote of all directors.

Section 4. Vacancies. Vacancies on the Board may be filled by a majority vote of the directors at any meeting at which a quorum is present. Persons shall be nominated to fill a vacancy by the nominating committee. A person elected to fill a mid-term vacancy shall serve the remainder of the unexpired term, and may then be eligible for election to a full term.

Vacancy in the office of President shall be filled for the remainder of the term by the Vice-President, but this shall not prevent succession to the presidency for the following term. If the Vice-President is called upon to fill a vacancy in the office of President, the duties of the Vice-President shall be performed by the immediate Past President, and should both offices of President and Vice-President become vacant the immediate Past President shall fill the office of President for the remainder of the term and both a President and Vice-President shall be elected for the following term.

Section 5. Compensation. Directors shall not receive compensation for services rendered to the corporation. A Director may be reimbursed for actual expenses incurred in the performance of Association duties.

Section 6. Meetings.

- a. Regular meetings. The Board of Directors shall have at least three regular meetings annually, one to be held at the annual conference.
- b. Special meetings. Special meetings of the Board of Directors shall be held on call of the President of the Association or any three Directors.
- c. Notice of meetings. Written notice of all Board of Directors meetings stating the day, time, and place shall be given at least ten days prior to the meeting. In the case of special meetings, the purpose or purposes shall be stated in the notice. Directors may waive the right to notice to any meeting.
- d. Quorum. A majority of voting Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly

held meeting at which a quorum is present shall be regarded as the act or decision of the Board.

- e. Action taken without a meeting. The Directors shall have the right to take any action in the absence of a meeting which they could have taken at a meeting by obtaining the written approval (including postal mail, fax, or electronic means) of three-fourths of the voting Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be a contracted employee of the Montana Library Association and shall be responsible for the day- to- day operations of the organization.

Section 2. Powers and duties. The Executive Director will attend all board meetings, maintain membership records for the Association, act as the fiscal agent for the Association, and perform other duties as required in the Executive Director's job description in the Association's Manual of Procedure. The Executive Director will report to the Board of Directors.

Section 3. Evaluation. The Board of Directors shall annually evaluate the Executive Director's performance of his/her duties.

ARTICLE VII OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Number of Officers. The Officers of the Association shall be the President, the Vice President- President Elect, and the Secretary-Treasurer. The officers shall constitute the Executive Committee.

Section 2. Terms of office. The term of office for President and Vice President-President Elect shall be one year in each office; the term of office for Secretary-Treasurer shall be two years. The Officers shall be nominated and elected as provided by the Bylaws.

Section 3. Duties of Executive Committee.

- a. The Executive Committee shall coordinate, review, and direct the Association's operations on behalf of the Board of Directors in accordance with Board policy. The Board of Directors may delegate additional duties to the Executive Committee.
- b. The Executive Committee shall serve as the Budget Committee of the Association. Duties of the Budget Committee shall be set forth in the Association's Manual of Procedure. Section

4. Duties of Officers.

- a. President. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the members; shall see that all orders and resolutions of the Board of Directors are carried out; shall plan the program for the annual meeting of members; shall sign all leases, mortgages, deeds and other written instruments, and shall co-sign promissory notes.
- b. Vice President-President Elect. The Vice President-President Elect shall act in the place and stead of the President in the event of her/his absence, or inability or refusal to act, and shall exercise and discharge such other duties as may be required of her/him by the Board of Directors.
- c. Secretary-Treasurer. The Secretary-Treasurer shall record the votes, keep the minutes of all elections and for all meetings and proceedings of the Board of Directors and the members; serve notice of meetings of the Board of Directors and the members; serve as the chair of the Budget Committee;

prepare an annual budget, monitor expenses, and oversee financial reporting. Do we want to try to get this changed to the duties of the Executive Director again. We tried last year and withdrew it due to some objections.

Commented [B03]: Do we want to try to get this changed to the duties of the Executive Director again. We tried last year and withdrew it due to some objections.

ARTICLE VIII DIRECTORS-AT-LARGE

There shall be two Directors-at-Large, one elected from the eastern part of the state, and one elected from the western part of the state, to represent broad membership concerns. Each Director-at-Large shall serve a two-year staggered term with one Director-at-Large elected each year. The duties of the Directors-at-Large shall be to promote membership and participation in the Association.

ARTICLE IX REGIONAL AND NATIONAL REPRESENTATIVES

Section 1. Pacific Northwest Library Association (PNLA) Representative. An active member of this Association, who is also a member of PNLA, shall be elected as a non-officer Board member of the PNLA for a term of three years, beginning of such term to coincide with that of the officers of PNLA.

Section 2. Mountain Plains Library Association (MPLA) Representative. An active member of this Association, who is also a member of the Mountain Plains Library Association, shall be elected as a non-officer Board member of MPLA for a term of three years, beginning of such term to coincide with that of the officers of MPLA.

Section 3. American Library Association Chapter Councilor. An active member of this Association, who is also a member of ALA, shall be elected as Chapter Councilor, in accordance with the Constitution and Bylaws of the American Library Association, for a term of three years, beginning of such term to coincide with that of the officers of ALA. Should the terms begin on the MLA cycle or regional cycle? If we want them regionally there would be no change.

Commented [B04]: Should the terms begin on the MLA cycle or regional cycle? If we want them regionally there would be no change.

Section 4. Duties of Representatives. These members shall serve as representatives of the Montana Library Association to these respective organizations and shall form liaisons to interpret the wishes and policies of the Montana Library Association to those organizations, and of those organizations to the Montana Library Association. They shall each submit a written report at the annual meeting. The Chapter Councilor of the American Library Association will transmit all proposed amendments and changes of the chapter constitution and bylaws to the ALA Constitution and Bylaws Committee for review of compatibility with the ALA constitution and bylaws.

ARTICLE X BOARD ADVISORY GROUP

Section 1. Purpose. The Board Advisory Group shall be an advisory body to provide broad policy direction to the Board of Directors.

Section 2. Members. The Board Advisory Group shall consist of the Board of Directors and the chairs of all committees and interest groups. Other members may be appointed to the Board Advisory Group at the discretion of the President.

Section 3. Meetings. The Board Advisory Group shall meet during the annual meeting of the Association. Section

4. Duties. The duties of the Board Advisory Group shall be to identify, articulate, and communicate to the Board of Directors issues of concern to the membership.

ARTICLE XI COMMITTEES

Section 1. Standing committees. The President shall appoint all standing committees and standing committee chairs during her/his term subject to the approval of the Board of Directors. Each committee shall consist of at least three members, with staggered terms. Committee personnel shall be published annually with the Association membership list. The name, purpose, and function of each committee shall be detailed in the Manual of Procedure.

Section 2. Special committees. As the need arises, special committees may be appointed by the President, subject to the approval of the Board of Directors, to carry out a special task. Special committees shall automatically cease to exist at the completion of said task.

Section 3. Committee report. It shall be the duty of the standing and special committee chairpersons to submit annual reports to the President in writing by the date specified by the President.

Section 4. Replacement of committee chair. In the event of death, resignation, or removal of a committee chair, a successor shall be appointed by the President and shall serve for the unexpired term of his/her predecessor.

Commented [B05]: This was mentioned at the annual meeting for possible removal. I don't remember the exact objection to it however.

ARTICLE XII DIVISIONS

Section 1. Formation of Division. Upon recommendation of the Board of Directors, a new division may be formed by not less than ten members and approved by a majority vote of the members of the Association present and voting at any annual meeting; provided that, at least six months prior to the annual meeting, the ten or more members submit a petition for the formation of the division to the Board of Directors and signify their intention to become charter members; and provided also that those members submitting the petition be actively engaged in the work that will be the special field of interest of the division.

Section 2. Officers. The officers of the Division shall be a chairperson, a vice-chairperson who is chairperson elect, and any other officers provided for in the bylaws of the Division. The bylaws of the Division shall provide for the succession of officers in the case of death, resignation, incapacity, or unwillingness to serve.

Section 3. Executive Board. The officers of the Division and any other members provided for in the bylaws of the Division shall constitute the Executive Board of the Division.

Section 4. Meetings. Annual meetings shall be held concurrently with those of the Association. Section 5.

Budgets. The Executive Board of each Division shall submit to the Board of Directors of the Association a tentative budget for the support of that year's work by the date specified by the President. On the basis of this, and in the light of the Association's financial situation, the Board of Directors of the Association shall allot a definite sum to each Division, notification of the amount to be made to the Division chairperson following approval of the budget.

Section 6. Division Report. Each Division shall submit an annual report in writing to the President by the date specified by the President.

ARTICLE XIII INTEREST GROUPS

Section 1. Formation of Interest Group. Upon application to the Board of Directors, any ten or more individual members of the Association who wish to undertake a project or program may form an Interest Group.

Section 2. Appointment of Chair. The President shall appoint all Interest Group Chairs during her/his term subject to the approval of the Board of Directors. In the event of death, resignation, or removal of an Interest Group Chair, a successor shall be appointed by the President and shall serve for the unexpired term of his/her predecessor.

Section 3. Budgets. Budgets for Interest Group publications and programs shall be approved annually by the Board of Directors.

Section 4. Interest Group Report. Each Interest Group shall submit an annual report in writing to the President by the date specified by the President.

ARTICLE XIV NOMINATION AND ELECTION OF OFFICERS, DIRECTORS, AND REPRESENTATIVES

Section 1. Nominating Committee. At least six months prior to the annual meeting of the members, the President shall appoint a Nominating Committee consisting of representatives from each Division and the immediate Past President, who shall serve as the committee chairperson.

Section 2. Nomination of candidates. Candidates for Vice President-President Elect, Secretary-Treasurer, Directors at Large East and West, PNLA Representative, MPLA Representative, and ALA Chapter Councilor shall be nominated as the respective terms expire. The Board shall provide an opportunity for individual members to nominate additional candidates for the elective offices. The procedure for such nominations shall be set out in the Manual of Procedure and shall be publicized to the members.

Section 3. Election. The candidates duly nominated shall be placed on a ballot which shall be distributed to members within two weeks after the annual meeting of members. The ballot shall also contain appropriate spaces for write-in candidates for each position. The candidates receiving the highest number of votes shall be elected.

Section 4. Announcement of results and assumption of office. The results of the election shall be announced to the members before May 30 and the new Officers and Directors shall assume office on June 1.

Section 5. Division Chairpersons. These Directors shall be nominated and elected by the respective Divisions as indicated in their bylaws.

ARTICLE XV FISCAL YEAR

The fiscal year of the Association shall be from July 1 to June 30.

ARTICLE XVI DUES

Section 1. Annual dues shall be due and payable on or before July 1. Any member whose dues are unpaid by September 30 in any fiscal year shall be deemed delinquent and shall cease to be a member of the Association. Section 2. Dues shall be set by the Board of Directors. For active members employed in libraries, dues shall be computed on a sliding scale based on the current annual salary received by the member.

ARTICLE XVII AMENDMENTS

Section 1. These Bylaws may be amended at any business meeting of the Association, or by postal mail, fax, or electronic means vote, provided notice of the proposed amendment shall be given in writing to all the members not less than thirty days prior to the business meeting or to the sending out of the ballot. A two-thirds vote of those voting in either case shall be required for adoption of an amendment.

Section 2. Effective date. Amendments to the Bylaws will become effective upon passage.