



Montana Library Association

From the Mountains to the Prairies

MLA BOARD REPORTS

Office held/Chair of: Bylaws Committee

Reported By: Bobbi Otte

Date: 3/10/2017

Progress or Successes Since Our Last Meeting:

The committee worked on language to four proposed changes to the bylaws. The changes will be presented at the annual members meeting for a vote. The proposed changes are presented at the end of this document.

New Issues:

There has been some feedback that some members are uncomfortable with the “may be removed, with or without cause” section of the bylaws. This is not a change per se as it was in the unchanged portion of the bylaws but has been reworded a bit in the proposed language. The “without cause” portion of the bylaws may want to be considered for removal in the future.

Board Action Requested:

No action is required at this time

Other Comments:

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Financial Report: FY 2016 budget: _____

Amount spent: _____

(If unknown, please contact Executive Director)

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

First Change for consideration – This change was proposed after the leaving of the MLA President this past year in order to have a process to follow in case this should happen in the future.

Current Language	Proposed Change in RED
<p>Article V Board of Directors</p> <p>Section 3. Removal and Replacement of Director. Any Director who has been elected by the Association may be removed from the Board, with or without cause, by a majority vote of the Association. In the event of death, resignation, or removal of a Director, a successor shall be appointed by the President and shall serve for the unexpired term of her/his predecessor.</p>	<p>Article V Board of Directors</p> <p>Change to Section 3</p> <p><u>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.</u></p> <p>Section 4. (other sections will be renumbered if change approved)</p> <p><u>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.</u></p> <p><u>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</u></p>

	<u>term.</u>
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Second Change for consideration – At April 2015 meeting it was put forth that clarification be made in the bylaws about what location meant and it was suggested the bylaws be changed to include more specific language as proposed below.

Current Language	Proposed Change in RED
<p>Article IV Meeting of the Members</p> <p>Section 1. Annual meeting. There shall be an annual meeting of members of the Association. The location and approximate date of said meeting shall be set three years in advance by the Board of Directors.</p>	<p>Article IV Meeting of the Members</p> <p>Change to Section 1</p> <p>Section 1. Annual meeting. There shall be an annual meeting of members of the Association. The <u>location city, venue and date</u> of said meeting shall be set three years in advance by the Board of Directors.</p>

Third Change for consideration – Add language for the Montana Library Association Executive Director. We do not currently have any mention of the Executive Director in our bylaws. The bylaws should serve as a blueprint for our organization; to have no mention of our executive director within the bylaws is not a comprehensive or a complete picture of our organization. Most other state library associations do reference the executive director in their bylaws.

Current Language	Proposed Change in RED
<p>There is no language in regards to the executive director</p>	<p>Add as section VI and all subsequent sections to be renumbers accordingly</p> <p><u>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.</u></p> <p><u>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</u></p>

	<p><u>the Board of Directors.</u></p> <p><u>Section 3. Evaluation. The Board of Directors shall annually evaluate the Executive Director's performance of his/her duties.</u></p>
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Fourth Change for consideration – If the previous change is passed this change is necessary to bring other sections into alignment with the previous change.

Current Language	Proposed Change in RED
<p>Article VI Section Officers and Executive Committee</p> <p>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.</p>	<p>ARTICLE VI<u>VII</u> OFFICERS AND EXECUTIVE COMMITTEE</p> <p>Change to Section 4 part c Duties of Officers</p> <p>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; <u>and, together with the Executive Director,</u> prepare an annual budget, monitor expenses, and oversee financial reporting. <u>The Secretary-Treasurer shall also work with the Executive Director to annually update the Manual of Procedures and conference planning guidelines.</u></p>