

# Indiana Library Federation, Inc.

## Bylaws

### Article I: Name

The name of this organization shall be the Indiana Library Federation, Incorporated, hereinafter referred to as ILF.

### Article II: Purpose

The purpose of ILF shall be to promote all libraries in Indiana and foster the professional growth of its members.

### Article III: Philosophy

ILF is one organization. It recognizes its membership has diverse interests and differing responsibilities in the promotion of library and information services and accordingly is structured to foster and support associations, districts, interest groups, and other units (as specified in the bylaws) that will allow individual members to identify and focus collectively upon their particular segments of the ILF mission. All units of ILF are inextricably interrelated in structure, personnel, resources, overall purpose and operations. Their strength and viability are key to the strength and viability of the ILF as the parent organization. The nature of the relationship among the various ILF units is a dynamic one, which requires a commitment to maintaining collaborative, cooperative and flexible interaction.

### Article IV: Membership

*Section 1:* Any person or institution interested in the purposes of this organization may become a member of ILF on payment of dues.

*Section 2:* Membership dues shall be reviewed on an annual basis.

*Section 3:* Active and affiliate members, as defined in the Articles of Incorporation, shall be voting members. All other members are non-voting.

*Section 4:* Personal members will adhere to a calendar year (Jan. 1 - Dec. 31). A library's membership dues, as well as affiliates, Friends, and organizational dues will continue to be structured to the calendar year.

*Section 5:* Eligibility for participation in the dedicated insurance trust shall be limited to members that are governmental units or have IRS non-profit status and whose primary business is library service.

### Article V: Membership Meetings

*Section 1:* The place and time of the annual meeting of ILF shall be determined by the Board of Directors (Board). The annual meeting will coincide with the annual conference unless otherwise directed by the Board.

*Section 2:* Special membership meetings may be called by the Board on the written request of twenty-five (25) or

more members of ILF. At least three (3) weeks notice of such a meeting called shall be given, and only business mentioned in the call shall transact.

**Section 3:** Seventy-five (75) voting members, representing at least thirty (30) institutions, shall constitute a quorum of ILF for the conduct of business at any meeting of ILF. For a mail or electronic vote, ten percent (10%), but not fewer than 100 of the voting members shall constitute a quorum of ILF.

## **Article VI: Officers**

**Section 1:** The Indiana Library Federation will regularly rotate the presidency between associations. The officers of ILF shall be a President, a Vice President, the immediate past President, a Secretary, a Treasurer, and an Assistant Treasurer who is the Treasurer Elect. The President shall be succeeded by the Vice President. The Treasurer shall be succeeded at the end of the two years by the Assistant Treasurer.

**Section 2:** The terms of all officers shall commence on January 1. The Secretary and Treasurer shall serve for two years, taking office in alternating years.

**Section 3:** The duties of all the officers shall be such as are ordinarily implied by their respective titles, in addition to duties specifically mentioned in the Articles of Incorporation, ILF Bylaws, and ILF Policies and Procedures.

**Section 4:** The Vice President shall be responsible for coordinating the implementation of the annual conference and shall serve as liaison to the districts and to the Membership Committee.

**Section 5:** The Secretary and the Treasurer shall render annual reports to ILF at its annual meeting, and these reports shall be filed and preserved with the records of ILF.

**Section 6:** The Secretary shall preserve a complete file of records of the proceedings of all meetings of ILF and the Board.

**Section 7:** The Vice President is elected annually, the Secretary is elected with a term to begin in even-numbered years, and the Assistant Treasurer is elected with a term to begin in odd-numbered years.

**Section 8:** In the event of a vacancy in the office of President, the Vice President shall become the President and shall serve as such, both for the unexpired term and for the succeeding term. The Board shall have the power to fill the vacancy thus created in the directorate, and the member so named shall serve as Vice President until the next election, when a Vice President shall be regularly nominated and elected.

**Section 9:** In the event of the resignation or death of the Vice President, the Board shall have the power to fill the vacancy thus created in the directorate, and the member so named shall serve as Vice President until the next election, when a Vice President shall be nominated and elected.

**Section 10:** In the event of vacancies in the same year in the office of both President and Vice President, the Board shall have the power to fill both vacancies in the directorate and to name directors to serve as President and Vice President. The members so named shall serve until the next regular election or until a special election, if such a special election is deemed advisable by the Board.

**Section 11:** In the event of a vacancy in the office of Treasurer, the Assistant Treasurer shall become the Treasurer and shall serve as such, both for the unexpired term and for the elected term. The Board shall have the power to fill the Assistant Treasurer vacancy thus created in the directorate, and the member so named shall serve as Assistant Treasurer until the next regularly scheduled election, when an Assistant Treasurer shall be regularly nominated and elected.

## **Article VII: Board of Directors**

- Section 1:** The officers together with two (2) representatives from each association, two (2) At-Large Directors, and the American Library Association Councilor, shall constitute the Board of Directors of which the President of ILF shall be the chair. The directors of the Indiana Library Federation, the Indiana State Library, or their designees, and the member of the Indiana Library and Historical Board recommended by the ILF Board of Directors as set forth in IC4-23-7-2, shall be non-voting ex-officio members.
- Section 2:** The Board shall administer the business affairs of ILF and may appoint an Executive Director to serve at the Board's discretion. It shall act as the Board of Directors of ILF, shall approve all appointments to special and standing committees, shall fill vacancies in any office, shall arrange the program for the annual meeting, and decide on the place and time for the same. However, the membership of ILF may at any regular annual meeting, or at any special meeting subject to the provisions of Article V, Section 2 of these bylaws, and to the laws of the State of Indiana, take direct action on any questions, revise the action of the Board, or give mandatory instructions to the Board. A majority shall constitute a quorum of the Board.
- Section 3:** The Board, or the membership at an annual or special meeting of ILF, shall be the sole authority for taking formal action using the name of the Indiana Library Federation.
- Section 4:** The Board shall recommend some person or persons to the Governor for appointment to the membership on the Indiana Library and Historical Board in accordance with IC 4-23-7-2.
- Section 5:** The Board shall take no action which would cause the tax exempt status of ILF to be changed or revoked.
- Section 6:** The Board of each association shall name from its membership two (2) representatives to serve on the ILF Board. The selection of the association representatives shall be made in accordance with the bylaws of each association.
- Section 7:** The At-Large Directors on the Board shall serve two (2) year, staggered terms and shall be elected from candidates nominated from interest groups of ILF.
- Section 8:** The Board shall have the authority to declare an office of ILF, association representative, At-Large Director, or ALA Councilor, vacant if the individual elected is unable to serve as a result of death, leaving the state, leaving the library field, failing to continue membership in ILF, being unable to fulfill the duties of the office, or willfully missing two (2) meetings in a row.
- Section 9:** The Board may adopt rules for its own governance consistent with the laws of the State of Indiana and the Articles of Incorporation and ILF Bylaws.

## **Article VIII: American Library Association Affiliation**

ILF shall hold formal affiliation with the American Library Association and shall elect a Councilor for representation on the Council of the American Library Association in accordance with the provision of the ILF Bylaws at the annual business session preceding the expiration of the term of the incumbent Councilor. The three-year term of the American Library Association Councilor shall commence at the adjournment of the American Library Association Annual Conference following election. The Councilor 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 IX: Elections**

- Section 1:** Prior to each annual meeting, the Board shall appoint a nominating committee which shall consist of a representative of each association and the immediate past President, who shall serve as Chair. If the

immediate past President is not available, another person who has served as president of ILF shall serve as Chair. The Secretary of the Indiana Library Federation shall mail to the Chair of the nominating committee a list of the active membership. Each year the Nominating Committee shall propose the name of at least one candidate for each office. The committee shall have a written agreement to serve if elected from each person so nominated. The committee also shall receive and report to ILF the names of other candidates proposed in writing by thirty (30) or more members, provided the consent of the person (or persons) so nominated accompanies the petition presented to the committee. At least four weeks prior to the annual meeting the Secretary shall send or cause to be sent ballots containing the names of all nominees for all offices to all Active and Affiliate members whose dues are current. The President shall appoint two (2) tellers, in addition to the Secretary and the nominating committee chair, to conduct the balloting. The committee shall report the results of the election at the business session of the annual meeting.

**Section 2:** Only divisions which do not have an At-Large Director on the Board may name from their membership one (1) candidate for At-Large Director.

**Section 3:** In the case of tie elections or disputed elections of ILF or any of its associations or other units authorized to hold election, the ILF Board shall be the final authority for determining a process to resolve the outcome of the election, or to make a determination on the outcome of a disputed election.

## **Article X: Districts**

**Section 1:** ILF's statewide membership is divided into geographic districts which are determined by the Board.

**Section 2:** Only voting members of ILF may be members of a district.

**Section 3:** With payment of annual dues, each member indicates membership in a district.

**Section 4:** Each district shall elect officers from the district membership at the annual district business meeting. Officers should include but are not limited to: Vice Chair/Chair Elect, Secretary/Treasurer and Membership Chair. In the event of the resignation of the district Chair, the Vice Chair serves as Chair. Vacancies in other district officer positions shall be filled by an appointment made by the ILF President with recommendations from the district Chair.

**Section 5:** The duties of the officers are those ordinarily implied by their respective titles. In addition, they are responsible for planning the district's annual conference and business meeting. The district conference is to include continuing education programs.

**Section 6:** Each district shall meet once a year unless otherwise approved by the Board, file a copy of the minutes of each meeting with the Board, and file an annual report with the Board detailing its activities and its selection of officers for the next year.

**Section 7:** All district activities must be self-supporting and conform to the bylaws and policies and procedures of ILF.

## **Article XI: Associations**

**Section 1:** ILF shall have four (4) associations. Each association shall have a membership that reflects a distinct type-of-library affiliation. The four permanent associations shall reflect members affiliated with, or having an interest in, a public library, a public library board, a school library media center, an academic library, or a special library and/or a cooperative library organization. Additional associations may be established through a petition process. New associations must reflect a distinct type of library affiliation that adds a unique constituency whose purpose does not overlap significantly with the purpose of an existing association. The petition to establish a new association shall contain a statement of purpose and shall be submitted to the Board.

It shall have at least two hundred (200) signatures of members eligible for membership in, and interested in, the establishment of such an association. An association shall reflect its individual focus, adopt its own bylaws, elect its own board, appoint its own committees, and file an annual report with the Board detailing its activities and its selection of officers for the next year. It also shall have the responsibility for the appointment of two (2) representatives for the ILF Board. Associations are entitled to support from the executive office as outlined in the Policies and Procedures of ILF. They also may hold outside meetings/conferences and publish newsletters within the Policies and Procedures. Associations shall be given a supporting budget and meeting space at the annual conference. Any action taken by the association shall be in concordance with the Articles of Incorporation and ILF Bylaws, subject to the approval of the Board, and no action taken by any association shall be contrary to the official actions of ILF. Associations may not maintain individual tax status.

**Section 2:** Only voting members of ILF may be voting members of an association organized under these provisions.

**Section 3:** The Board may discontinue an association if it fails to be a viable unit for three consecutive years. Lack of viability is defined as a failure to perform the requirements of an association as set forth in these bylaws and to meet other procedural requirements of ILF.

## **Article XII: Divisions**

**Section 1:** Divisions may be established to meet special mutual library interests or issues identified by members. Members with well-defined interests in a particular type of library service and desiring formal organization may apply to the Board for official status as a division of ILF. Such application shall contain a statement of objectives. The petition shall be submitted with at least fifty (50) signatures of members eligible for membership in, and interested in, the establishment of the division. The group shall have a minimum of three officers, written bylaws, meet once a year, and file an annual report with the Board detailing its activities and its selection of officers for the next year. The group is entitled to support from the executive office as defined by the Policies and Procedures of ILF, meeting space at the annual conference, and may submit a budget. Division meetings, conferences, and publications must conform to the Policies and Procedures of ILF.

**Section 2:** Only voting members of ILF may be members of an interest group organized under these provisions.

**Section 3:** A division may be discontinued if it fails to be a viable unit for three consecutive years. A lack of viability is defined as a failure to perform the requirements of a division as set forth in these bylaws and to meet other procedural requirements of ILF.

## **Article XIII: Committees**

**Section 1:** An Executive Committee comprised of the President, Vice President, immediate Past President, Secretary, Treasurer, and Assistant Treasurer is commissioned by and responsible to the Board to function in behalf of the Board in matters of emergency in interim periods between regularly scheduled Board meetings. They also may act on specific tasks as delegated by the Board. The Executive Committee shall not operate to circumvent the responsibility and authority vested in the Board by the Articles of Incorporation and the ILF Bylaws. The Executive Director shall serve as a non-voting member of the Executive Committee.

**Section 2:** Members of any standing or special committee shall be appointed by the President of ILF on the recommendation of Associations and with the approval of the Board. The selection of committee members is a cooperative effort between the President and the Board to assure effective committees.

**Section 3:** Task forces may be established and discontinued at the discretion of the Board.

**Section 4:** The President and Executive Director of ILF shall be non-voting ex-officio members of all committees.

- Section 5:** Consultants may be asked to serve in an advisory capacity to ILF committees which are connected with the interest or welfare of the library profession as a whole.
- Section 6:** Terms of membership on a committee are determined by the committee's standing rules as approved by the Board.
- Section 7:** Committee members may be removed by the President of ILF at the request of the committee chair for any legitimate reason.

## **Article XIV: Fiscal Year**

The fiscal year of ILF shall begin on the first day of July and end on the last day of June. The membership year shall begin on the first day of January and end on the last day of December.

## **Article XV: Financial Matters**

- Section 1:** The Board may authorize the Treasurer or designee by resolution to establish bank accounts, to invest funds, and to represent ILF in all financial matters.
- Section 2:** All checks, drafts or other orders for payment of money or transfer of funds by ILF shall be signed by the Treasurer, or by such person or persons as the Board may designate by resolution. Checks in the amount of five thousand dollars (\$5,000) or more must bear two (2) signatures.
- Section 3:** Unless authorized by the Board, no loan shall be made by or contracted on behalf of ILF.
- Section 4:** The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the Articles of Incorporation or ILF Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 5:** The Board may authorize the Treasurer to establish dedicated trusts for special member programs.

## **Article XVI: Mergers with Existing Library Organizations**

- Section 1:** When an existing library membership organization or corporation which is not a member of the Indiana Library Federation desires to merge with ILF the Board is authorized to negotiate an agreement for merger of the organization and ILF. When an agreement has been reached, if a) the organization serves a group or purpose that is within the defined scope of ILF, and b) the organization is financially solvent, has no major outstanding liabilities, and c) the negotiated terms of merger includes only areas ordinarily within the authority of the Board and subject to its approval, then the Board may approve the agreement and the merger subject to the following conditions. The merger agreement may allow for a transition period not exceeding three years during which the merging organization and ILF will resolve and implement the terms of the merger. For the merged organization and its members the approved terms of merger will take precedence over the usual rules and regulations of ILF. In matters not covered by the agreement the usual conditions of ILF membership will apply. No later than three years from the effective date of the merger all members and organizations resulting from the merger will abide by the same rules and operating procedures. The Board shall provide the membership with a thirty (30) day notice of its intent to adopt the agreement of merger. The board shall accept membership comment and questions before acting on the merger agreement. The Board may establish rules for the discussion of the merger, however, the president shall take steps to assure that all points of view on the merger are heard and all questions receive a response. The Board may then act on the

issue of the merger and is authorized to approve the merger.

**Section 2:** When a proposed merger, as set forth in Section 1, is with an organization that does not clearly meet the described conditions in Section 1, or the terms of the merger do not clearly meet the described conditions in Section 1, then the merger must be approved by ILF Membership using the same process as the one set forth in these bylaws for membership meetings and mail ballots.

**Section 3:** Upon the effective date of the merger, the merging organization shall assume the roles set forth in the terms of the merger agreement. The members of the merging organization shall be full members of ILF with all the rights and responsibilities of all other members subject only to any agreement contained in the terms of the merger. Individual members of the merged organization shall have the same rights, responsibilities and seniority as if the two organizations had always been one organization.

**Section 4:** When the proposed merger results in the corporate merger of ILF into another corporation, the merger must be approved by ILF membership at an annual business meeting or at a special membership meeting. The membership shall be provided thirty (30) days notice. Quorum requirements must be met and the merger must be approved by two-thirds of the enrolled members present.

## **Article XVII: Parliamentary Authority**

In all matters not covered by the Articles of Incorporation or ILF Bylaws, the ILF shall be governed by the latest edition of *Robert's Rules of Order*.

## **Article XVIII: Policies and Procedures**

The Board shall establish written Policies and Procedures to define operational activities of ILF.

## **Article XIX: Legal Construction**

In all matters required by the Indiana Not-For-Profit Corporation Act of 1971, IC 23-71.1-1 through IC 23-7-1.1-77 inclusive, as amended, or its successors, the responsibilities or authorities placed in the bylaws of the corporation as used in the act shall be vested in the Articles of Incorporation or ILF Bylaws.

## **Article XX: Amendments**

These bylaws may be amended at any ILF membership meeting by a two-thirds vote of the voting members present, provided that written or printed notice of the proposed amendment(s) have been sent to the members by the Secretary at least thirty (30) days previously. These bylaws also may be amended by mail or electronic means with an affirmative vote of two-thirds of the voting members responding. For a mail or electronic vote, ten percent (10%), but not fewer than 100 of the voting members shall constitute a quorum. The Board shall specify the time for closing the balloting by mail or electronic means, but in no case shall it be less than thirty (30) days after disseminating the ballots. The closing time must be stated clearly on the ballot.

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*Revised and Membership Approved April 7, 1994 Revised and Membership Approved April 26, 1996*

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