

CLA Bylaws & Governance Committee
Proposed Amendments to the CLA Bylaws September 2015

The following amendments to the CLA Bylaws are proposed to the membership for its consideration.

1. Two-Year Term for Student Representative

ARTICLE VIII. STUDENT REPRESENTATIVE

Section 1. Election and Term of Office

The ~~student representative~~ **Student Representative** shall be elected by the Association. The term of the ~~student representative~~ **Student Representative** will be ~~one-year~~ **two years**. The candidate must be a current (registered) graduate student in a Library and Information Science program and meet the requirements of a member in good standing (active and voting) of the Association **at the time of the election** in order to be considered for office.

Comment: A two year term gives the Student Representative time to adjust to the position. One year is too short. Logistical problems of different starting times and lengths of library school programs complicate matters but under this amendment a Student Representative could continue even after graduation as long as the representative was a student when elected.

2. Allow the Board of Directors to appoint a qualified voting student member to the Board in the event of a vacancy in the position of Student Representative.

ARTICLE VIII. STUDENT REPRESENTATIVE

Section 2. Vacancies

In the event of a vacancy in the position of Student Representative, the President, with the approval of the Board of Directors, shall appoint a qualified Voting member of the Association to fill the position until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

Comment: Currently there is no provision for filling vacancies. This new Section 2 deals with vacancies, for example, if the Student Representative moves out of state after graduation or otherwise needs to resign. Under the current Bylaws, the position would remain vacant until the next election. This language was borrowed from Article V, Sections 3.D and 3.E dealing with vacancies of the Secretary and Treasurer and Article VI, Section 3 dealing with vacancies in the position of the ALA Chapter Councilor.

3. Add one more non-board member to the Finance Committee.

ARTICLE XI. COMMITTEES

Section 2. Standing Committees

B. Finance Committee

1) Composition. The Finance Committee includes the Treasurer (Chair), the President Elect, one board member selected by the Board of Directors, and ~~two~~ **three** non-board members recommended by the Leadership Development Committee. Non-board members will possess expertise in finance and budgeting.

2) Terms. The Treasurer serves a three year term as Chair of the committee. The President Elect serves on this committee for her/his one year term as President Elect.

The board member serves a one year term, with up to three consecutive one year terms

possible. The ~~two~~ **three** non-board members serve three year terms, with a second three ear term possible for continuity.

3) Duties. Under the direction of the Treasurer, the Finance Committee assures adequate and correct books and records of accounts, oversees the management of the association's investments, and reports on the financial status of the association to the Board of Directors and membership.

4) Conduct of business. The Finance Committee may conduct its business at regular or special meetings. A quorum for conduct of business shall consist of a majority of the members of the Committee.

Comment: This amends Article XI, Section 2.B by adding one more non-board member with a financial background to the Finance Committee.

4. Change the definition of Institutional Member to explicitly include educational institutions and non-profit organizations.

See below #5 for text of #4 and #5.

Comment: The addition of "educational institutions" and "non-profit" to Article III, Section 2.D should make clear that this membership category is not for businesses covered under Section 2.E. Institutional members would include any type of library or educational institution regardless of whether they are non-profit or not.

5. Allow Board of Directors to determine dues for Institutional and Business Members and reaffirm the need for a membership vote on changes in annual dues for Voting and Supporting Members.

See below #5 for text of #4 and #5.

Comment: Currently Article III, Section 4. A requires member approval of all changes in annual dues. This amendment shifts the authority for determining dues to the Board for both Institutional and Business Members under Article III, Sections 2.D and 2.E. CLA members retain ultimate authority to change dues for Voting and Supporting Members under Article III, Section 4 A.

ARTICLE III. MEMBERSHIP

Section 2 Qualifications and Privileges

D. Institutional Member

An Institutional member is, but is not limited to, libraries, **educational institutions** and other **non-profit** organizations and institutions that support the mission of the Association. Institutional members are not eligible to vote, hold elected office or serve on association committees. Institutional members may receive member benefits **and shall pay dues** as determined by the Board of Directors.

E. Business Member

A Business Member is a for-profit company or organization that supports the mission of the Association. Business members are not eligible to vote, hold elected office or serve on association committees. Business members may receive member benefits **and shall pay dues** as determined by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section 4. Dues and Special Assessments

- A. Changes in annual dues **for Voting and Supporting Members** shall be made by the Board of Directors and approved by a majority of the Voting members of the Association. ~~voting in electronic format.~~

6. Changes to Article XII. Voting and Elections with conforming amendments in Articles III and XVI.

ARTICLE XII. VOTING AND ELECTIONS

Section 1. Annual Election

The official ballot for the annual election shall contain the names of the candidates for Association officers, and ALA Chapter Councilor, and the Board of Directors necessary to fill the positions for the terms that will be completed at the end of the ensuing Annual Conference. The ballot may also contain items of business requiring a vote of the Voting members of the Association as determined by the Board of Directors. ~~Ballots shall be distributed to all Voting members at their address on record. Voting members will have the option of voting online or requesting a paper ballot. Paper ballots shall be returned to the Headquarters office.~~

~~Section 4.~~ **Section 2. Other Voting**

Unless otherwise provided in these Bylaws, issues requiring a decision of the Voting members may be put to a vote conducted either at a Membership meeting or ~~by mail~~ **through an election**, as determined by the Board of Directors. When it is determined to conduct ~~the vote~~ **an election**, the ballot shall state the proposed action, ~~providing and provide~~ a place for the member to vote yes or no. ~~, and provide a reasonable time to return the ballot.~~ Unless otherwise provided in these Bylaws, a majority vote of the ballots returned shall determine the outcome ~~provided that at least 10% of the ballots sent to Voting members are returned.~~

Section 3. Conduct of Voting and Elections

Voting members will have the option of voting online or requesting a paper ballot. Paper ballots shall be distributed to Voting members at their address on record. Paper ballots shall be returned to the Headquarters office. All ballots shall provide a reasonable time to vote online or return the paper ballot.

~~Section 3.~~ **Section 4. Vote Required for Election.**

A. For officers, a majority of those voting shall elect. With respect to races for which more than one position is open (for example, two director at-large positions), the candidates with the largest number of votes will fill the first position, the candidate with the second largest number of votes will fill the second position, and so forth.

B..For Board members at large, a plurality shall elect.

C. Unless otherwise provided in these Bylaws, a majority vote of those voting shall determine the outcome of elections provided that at least 10% of the Voting members vote online or return their paper ballots.

D. In the event of a tie, the tie shall be broken by drawing of lots in the manner determined by the Board of Directors.

~~Section 2.~~ **Section 5.**

The Executive Director shall coordinate the election process and shall certify the results in a report to be disseminated to members of the Board of Directors. The results of the **annual** election shall be announced at the Annual Conference. ~~and published in an official publication of the Association.~~ **Results of all elections shall be announced to the membership through electronic mail, on the Association's website and through other means.**

Section 6. ~~Section 5.~~

There shall be no proxy voting at any Association meeting.

ARTICLE XVI. AMENDMENTS

Section 2.

Notice of proposed amendments shall be distributed to all Voting members at least thirty days prior to the vote **at a Membership meeting** or deadline **to vote online or** for return of **paper** ballots, in accordance with the provision of Article ~~XI~~ **XII**.

Section 3.

These Bylaws may be amended at a Membership meeting by the affirmative vote of two-thirds of the Voting members present and voting at a Membership meeting; or, ~~in an electronic vote~~ **through a vote in an election**, by two-thirds of the Voting members responding, provided that at least 10% of the Voting members ~~return their ballots.~~ **vote online or return their paper ballots.**

There is also a conforming deletion under Article III, Section 4 A printed under #'s 4 and 5 above.

Comments: This amendment reorganizes the sections dealing with elections and voting and places them in a logical and chronological progression. Proposed Section 1 applies to the election of officers and other candidates but still allows other issues to be included in the annual election ballot. Proposed Section 2 applies to votes at Membership meetings or at times other than the annual election. Section 3 is taken from the current Section 1 and sets forth an election procedure for all elections. It keeps the option for online or paper ballots. It includes a provision for a reasonable time to vote taken from the current Section 4. The proposed Section 4 consolidates all the provisions dealing with the vote required. The proposed Section 5 (current Section 2) modernizes the way the Executive Director announces election results. Proposed Section 6 renumbers current Section 5 without textual change. This amendment also conforms Article XVI dealing with Amendment to Article XII by allowing for both electronic and paper ballots. Voting language in Article III, Section 4 A is deleted. It also corrects a typographical mistake in Article XVI, Section 2 regarding the number of the Voting and Elections Article.