

# Bylaws of the Arkansas Library Association

## Article I. Name

The name of this Association shall be the Arkansas Library Association, hereinafter sometimes referred to as ArLA or the Association.

## Article II. Purpose

The purpose of the Association shall be to promote library service and the profession of librarianship in the State of Arkansas.

## Article III. Articles of Organization

The Association shall devote a major part of its activities to further its purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Its assets shall be distributed solely for the furtherance of the purpose of this Association. In the event of the dissolution of the Association, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986.

## Article IV. Affiliation with Other Organizations

The Association shall hold a chapter membership in the American Library Association (ALA) and shall be represented by a Councilor or Councilors elected to the American Library Association Council in accordance with provisions of the Constitution and Bylaws of the American Library Association.

The Association shall hold a chapter membership in the Southeastern Library Association (SELA) and shall be represented by a State Representative elected to the Southeastern Library Association Board in accordance with the provisions of the Constitution and Bylaws of the Southeastern Library Association. In the event ArLA's Bylaws and Handbook conflict with the Southeastern Library Association's Constitution and Bylaws, ArLA's governance reigns.

The Association may choose to join other library-related associations as deemed necessary.

## Article V. Membership

### **Section 1. Types**

ArLA shall have five types of members: Individual, Institutional, Affiliate, Life, and Honorary.

- A. Individual. A person in good standing with the Association entitled to full rights and benefits of the Arkansas Library Association. Only Individual members may serve as members of the Executive Board or may chair standing committees, or serve as leaders of Communities of

Interest, or other recognized groups within the Association. The membership dues shall follow a rolling schedule. The categories for individual memberships are defined as follows and may include specific limitations:

1. Library employees: those individuals who are employed full-time or part-time by any library or library-related institution.
  2. Friends & Trustees: those individuals who hold membership in an organized Friends of the Library group or who are appointed as members of the Board of Trustees for any library.
  3. Retired: any individual who has retired from library employment.
  4. 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.
- 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. The membership dues shall follow a rolling schedule. Institutional membership includes one vote and each Institutional Member must designate an Institutional voting representative.
- 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. The membership dues shall follow a rolling schedule. 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 ArLA-sponsored event at the member rate.
- D. Life. A person in good standing with the Association who qualifies as an Individual Member may become a Life Member of ArLA by a one-time payment of dues at the rate in effect at the time of their application for Life membership. This membership shall include all rights and privileges of regular Individual membership in the Association.
- E. Honorary. In recognition of outstanding library service in Arkansas, Honorary 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 Life membership in the Association without the payment of dues.

## **Section 2. Requirements**

The requirements for each of the various types of memberships shall be the payment of dues as defined in the ArLA Handbook. Membership in the Association shall not be denied or abridged on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or lifestyle.

### **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 Handbook, 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 Handbook, has occurred. Conduct unbecoming a member, conduct detrimental to the welfare of ArLA, and indebtedness to ArLA shall also be causes for disciplinary action. Complete procedures are included in the Handbook.

## Article VI Finances

### **Section 1. Fiscal Year**

The fiscal year of the Association shall be the calendar year.

### **Section 2. Dues**

The amount and timing of dues for each category of membership shall be set in an amount approved by the Executive Board, subject to a majority vote of the membership at the Annual Business Meeting.

- A. The membership year shall be a rolling year according to the date the member's payment was processed by the Association.

### **Section 3. Reinstatement**

Individual and institutional members whose dues have lapsed shall be considered non-renewed and no longer in good standing.

- A. A non-renewed member or former member may apply for membership upon full payment of annual Association dues.

### **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. Conference Finances**

Conference budget and registration dues should be presented to the Budget and Finance Committee prior to final approval 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 Association 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.

## **Section 7. Bonding**

The President, Treasurer, and Treasurer-Elect shall be bonded for an amount to be determined by the Executive Board. The bonding agent shall be identified in the annual report.

## Article VII. 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 Executive Board, which states the name of the Community of Interest, a contact person, and function; 15 ArLA 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 one (1) or more Individual members in good standing as leader(s) of the Community of Interest. Leaders 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 to perpetuate the group. The report must contain a summary of activities, and appropriate budgetary information if funds were received through ArLA. The annual report shall be published through appropriate Association publication.

### **Section 5. Review**

The Executive Board 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 conflict with the Arkansas Library Association's Bylaws and Handbook. Community of Interest bylaws must be reviewed and approved by the Executive Board, filed with ArLA, 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.

## **Section 8. Abeyance**

Communities of Interest that have not filed an annual report with the Executive Board by December 31st 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 Executive Board if no annual report has been filed, and the Community of Interest has been in abeyance for one year.

## Article VIII. Officers

### **Section 1. Elected Officers**

The elected officers of the Association shall be a President, President-Elect, Past-President, Secretary, Treasurer, ALA Councilor, SELA State Representative, and four 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 notification of the candidates. An announcement will also be made at the Annual Business Meeting.

The terms of all elected begin at the beginning of the calendar year following their election, except the ALA Councilor whose term begins at the conclusion of the summer ALA Conference following their election. President-Elect succeeds to the President. The President will succeed to the Past-President.

### **Section 2. Terms**

The President-Elect will succeed to the President following their one-year term as President-Elect. The President serves for one year, followed by one year as Immediate Past-President (serving three years or until their successors are elected). The Secretary will serve a two (2) year term or until their successor is elected. The Treasurer will serve a three (3) year term or until their successor is elected. The four Members-At-Large will serve one-year terms or until their successors are elected. The ALA Councilor will serve a three (3) year term as set by ALA guidelines. The SELA State Representative will serve a two (2) year term.

### **Section 3. Vacancies**

Vacancies on the Executive Board, except for Past President, are filled by special election. A vacancy in the office of Past President shall be appointed by the President from the pool of Past Presidents, with the approval of the Executive Board.

### **Section 4. 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. Cause shall include a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or Handbook, has occurred. Conduct unbecoming an officer, conduct detrimental to the welfare of ArLA, and indebtedness to ArLA shall also be causes for disciplinary action. Complete procedures are included in the Handbook.

### **Section 5. Duties of Officers**

The officers shall perform their duties as outlined in these Bylaws and the Association's Handbook.

- 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. The President shall succeed to the Past-President following their term as President.
- 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 their term as President-Elect. The President-Elect shall serve as the Conference Chair. 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 & Elections 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 Executive Board or these Bylaws.
- F. **Treasurer-Elect.** The Treasurer-Elect 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 Treasurer-Elect shall perform the duties of the Treasurer and shall assume the duties of the Treasurer if the Treasurer is unable to serve. The Treasurer-Elect shall succeed to the Treasurer following his/her term as Treasurer-Elect. The Treasurer-Elect shall have such other powers and perform such other duties as may be prescribed by the Executive Board or the Association's Bylaws. The Treasurer-Elect is a non-voting member.

- G. ALA Councilor. The ALA Councilor represents the Arkansas Library Association (ArLA) and the American Library Association (ALA) members in Arkansas in accordance with ALA guidelines.
- H. SELA State Representative. The SELA State Representative represents the Arkansas Library Association (ArLA) and the Southeastern Library Association (SELA) members in Arkansas in accordance with SELA guidelines.
- I. Members-At-Large. Members-At-Large are elected to represent the entire Arkansas Library Association membership.

### **Section 6. Eligibility**

Full-rate, individual members are eligible to serve on the ArLA Board. Employees of firms that provide goods or services directly to ArLA are excluded from serving on the ArLA Board.

## Article IX. Nominations and Elections

### **Section 1. Nominations**

The Nominating & Elections Committee shall annually present a slate of at least one or more nominees for President-Elect, and no fewer than four nominees for Member-at-Large positions to the Executive Board. The Nominating & Elections Committee shall present a slate of at least one or more nominees for a Treasurer-Elect and an American Library Association Councilor every three years. The Nominating & Elections Committee shall present a slate of at least one or more nominees for a Secretary and a Southeastern Library Association State Representative every two 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 Arkansas or work in or be retired from an Arkansas library.

The Nominating & Elections 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 & Elections 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 ArLA member. A nomination by an ArLA 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 to permit notification of the winners at least 14 days prior to the beginning of the Annual Business Meeting. Only current ArLA members may vote in ArLA 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 X. Membership Meetings

### **Section 1. Annual Business Meeting**

The Annual Business Meeting is traditionally held at the Annual Conference of the Association.

### **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 thirty members or ten percent of the total Association membership, whichever is less.

### **Section 4. Special Meetings**

Special meetings may be called by physical or electronic means by the President upon a majority vote of the Executive Board or by petition from thirty members or ten percent of the total Association membership, whichever is less. All members shall be notified of any special meeting.

### **Section 5. Postponement or Cancellation**

In the event of an emergency, the President, with a majority vote of the Executive Board, 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.
- F. Prior notification of not less than 30 days is required for any items requiring a vote of the membership.

## Article XI. Executive Board

### **Section 1. Composition**

The Executive Board shall be composed of the President, President-Elect, Past-President, Secretary, Treasurer, ALA Councilor, SELA State Representative, and four Members-At-Large, all of which have voting privileges. The Treasurer-Elect shall be a non-voting member.

### **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 Executive 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 handbook for committees provided they do not conflict with these bylaws.
- D. To approve the Budget and 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 electronic 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.

#### **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 simple 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 a two-thirds majority 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 XII. 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 ArLA Handbook. Plan of work shall be approved by the Executive Board prior to action by the committees.

### Article XIII. 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 XIV. Amendment of Bylaws

Proposed amendments may be approved by one of the following methods:

- A. By sending proposed changes to all members in good standing at the time of the ballot at least 30 days 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 at least 30 days in advance of the voting period. Approval must be by a majority

vote of total electronic and paper ballots returned. The voting period shall be no less than 14 days.

Approved by the ArLA Membership \_\_2019\_\_\_\_\_

Amended \_\_\_2020, 2022, 2023, 2024\_\_\_\_\_