

Appendix B: Bylaws of the Alabama Library Association, Inc.¹

ARTICLE I. OFFICE AND FISCAL YEAR

Section 1. Principal Office

The principal office of the Association shall be at a location designated each year by the Executive Council.

Section 2. Other Offices

The Association may have such other offices as the Executive Council may, by resolution from time to time establish.

Section 3. Fiscal year

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June each year, unless the Executive Council shall by resolution provide otherwise.

ARTICLE II. MEMBERS

Section 1. Membership

- a. Eligibility for Membership: Any person, corporation, association, institution or other organization interested in the furtherance of the purposes for which the Association is formed may become a member upon application. The Membership Committee Chair shall mail or otherwise distribute membership materials upon request.
- b. Membership Year: An individual's term of membership shall be from the first day of January 1 to December 31. Membership renewals received within the first half of the year of expiration shall be backdated to the date of expiration. Membership renewals received in the second half of the year of expiration shall be extended to include the coming year.

Section 2. Dues

- a. Annual dues rates for basic Association membership shall be recommended by the Executive Council and set by the Association. The Executive Council shall determine the time and method for voting on dues increases.
- b. Annual dues shall be due and payable upon the expiration of the membership year.
- c. The Association Administrator shall oversee the electronic process for membership application & renewal and shall coordinate such processes with the Membership Committee chair and the Web Administrator.
- d. A separate dues rate will be assessed for membership in divisions and round tables of the Association. This rate shall be subject to approval by the Executive Council. All

¹ Herein called the "Association"; revised 6/93; 9/98; 2/06

dues and extra fees or other monies assessed by divisions or round tables for special programs must be deposited in the Association's general Fund after collection.

Section 3. Maintenance and Loss of Good Standing

- a. All members of the Association shall remain in good standing for so long as they shall be current in payment of dues and all other financial obligations to the Association (i.e. Scholarship and Loan, bad checks, etc.).
- b. Any member of the Association who shall not have paid current dues on or before the membership year shall be automatically suspended from membership and shall be denied all the rights and privileges of membership until such time as all current dues have been paid. Upon payment of such dues any suspended member shall be immediately restored to good standing.
- c. Any member of the Association, who shall not have paid current financial obligations to the Association on or before the due date of such obligations, shall be automatically suspended from membership and shall be denied all rights and privileges of membership until such time as all financial obligations have been paid to current status. Upon payment of such obligations any member shall be immediately restored to good standing.

Section 4. Classes of Members

The members of the Association shall be divided into four classes: individual, life, institutional and honorary. All persons, who are in good standing by payment of annual dues, shall be classed as individual members. Those remaining life members retain their status as life members although life memberships are no longer available. Life membership is for membership in the Association only and does not include membership in other units for which separate dues or fees are assessed. All corporations, associations, institutions or other organizations shall be classed as institutional members. Any living person may be designated as an honorary member of the Association by the Executive Council based on the recommendations of the Awards Committee. The term and the rights and privileges associated with any such honorary membership shall be set forth in the resolution granting same. The rights and privileges of each class of memberships shall be the same except as provided elsewhere in these bylaws.

Section 5. Voting

Each individual member in good standing and life members shall be eligible to cast one vote in any election and upon any question which may be brought to a vote at any meeting or convention of the Association at which such member is present and in any mail (postal or electronic) ballot which may be held in accordance with the Articles of Incorporation and these Bylaws. Institutional and honorary members shall have no vote. No members of the Association or his or her duly authorized attorney-in-fact will be entitled to vote by proxy. The Executive Council will not recognize a vote by proxy.

ARTICLE III. MEETINGS

Section 1. Annual Convention

The annual convention of the Association which shall include an annual business meeting and such other meetings as may be scheduled, shall be held each year preferably during the month of April, and preferably during the second week thereof, and at such place as the Executive Council shall determine, such determination to be evidenced by Notice of the call of convention given in accordance with these Bylaws.

Section 2. Special Meetings

Special meetings of the Association may be called by the President or the Executive Council upon written petition signed by at least 25% of the then members in good standing of the Association.

Section 3. Notice of Annual Convention and Special Meetings

Meetings can be held at any location as agreed upon by the Executive Council; failure to meet will not constitute dissolution. Written or printed notice stating the place, day and hour of the beginning of the annual convention or of any special meeting, the purpose or purposes for which such meeting is called, shall be delivered not less than twenty-one (21) nor more than forty-five (45) days before the date of such annual convention or special meeting to each member in good standing of the Association, by or at the direction of the Executive Council, the President or the Association Administrator of the Association. If mailed, such notice shall be deemed to be delivered of date of mailing. No business not specified in the notice of the meeting shall be transacted at any special meeting.

Section 4. Quorum

Ten percent (10%) of the then members of the Association entitled to vote shall constitute a quorum for the transaction of business at any duly called meeting of the Association. A meeting may be recessed or adjourned when a quorum is not present.

Section 5. Chair, Secretary and Parliamentary Authority at Meetings

The President of the Association shall ex-officio be chair of any meeting or convention of the Association, and, in his or her absence, the vice-President/President-Elect of the Association, shall act as such chair. The secretary of the Association and, in his or her absence, an acting secretary appointed by the chair shall act as secretary of such meeting and shall see that proper minutes thereof are kept. The Association by resolution duly adopted at any duly called meeting thereof at which a quorum is present, [may] make any further rules, not inconsistent herewith, for the conduct of the meetings of the Association. The rules contained in the current edition of *Robert's Rules of Order* 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.

Section 6. Mail Ballot

Between meetings of the Association, the Executive Council may, in the manner and under the procedures herein described, submit any matter or resolution, which could properly be brought before the Association for a vote at a duly called meeting to a vote of the membership of the Association by mail ballot (postal or electronic) . Inclusion of the

matter or resolution in ALLA publications designated by Executive Council for vote by the membership shall constitute such a mail ballot. The Executive Council shall not submit any matter or resolution to a vote of the membership of the Association by mail ballot (postal or electronic) except upon resolution adopted by a least two-thirds of the voting members of the Executive Council present and voting. The resolution called for such mail ballots shall set further rules and regulations and the procedures under which such ballot will be conducted, which rules, regulations and procedures shall provide at least that a copy of the resolution to be voted upon or a description of the matter to be decided shall be mailed (postal or electronic) to each voting member of the Association then in good standing, together with a ballot and instructions for completing and returning the ballot. Members shall have a specific period of time, not less than two weeks from the date the ballot is mailed (postal or electronic) to the members, in which to return the ballot to the Association. The Executive Council may, at its discretion, elect to include in the material so mailed to members descriptive material and statements for and against any resolution to be voted upon or advocating the various possible solutions to any matter to be decided upon, provided, however, that equal opportunity shall be given to those favoring and opposing any resolution to be voted upon and to those taking opposing positions on any matter to be decided to include their statement in such mailing. It shall be the duty of the Executive Council to see that any resolution or matter submitted to the membership of the Association for decision by mail ballot (postal or electronic) is present fairly, completely and equitably. A simple majority of the membership of the Association then entitled to vote shall be required to decide or carry any such matter or resolution and any decision so taken or resolution so adopted shall have the same force and effect as a decision taken or a resolution adopted by majority vote of the members of the Association entitled to vote at a duly called meeting or convention, at which a quorum is present, and may be so stated in any article, document or certificate.

ARTICLE IV. THE EXECUTIVE COUNCIL

Section 1. General Powers

The business and affairs of the Association are entrusted to and shall be managed by the Executive Council, subject to the powers and limitations imposed by the Articles of Incorporation and these Bylaws. The Executive Council shall have all of the powers, subject to the limitations, granted to a nonprofit Corporation's Board of Directors by the Alabama Non-Profit Corporation Act.

Section 2. Composition and Eligibility

Except as may be otherwise provided in the Articles of Incorporation, the Executive Council shall consist of voting and nonvoting members as follows:

- a. Voting members of the Executive Council shall consist of the President, immediate past President, vice President/President-Elect, Treasurer, and secretary of the Association; and the chair of each division of the Association, if any, or, in his or her absence, the chair-elect or other representative of the chair of such division.
- b. The nonvoting members of the Executive Council shall be the Association Administrator.

- c. To be eligible for membership on the Executive Council, a person must be an individual member in good standing of the Association, and must meet the requirements of the Articles of Incorporation, these Bylaws and any other relevant governing documents for the office which gives such member a seat on the Executive Council.

Section 3. Term

Except as may be otherwise provided in the Articles of Incorporation, the President, Immediate Past President, vice-President/President-Elect, and secretary shall serve for one year. The treasurer serves for two years. The members-at-large serve two year staggered terms. Other than the treasurer, terms of office shall begin at the adjournment of the Association's annual convention and continue thereafter until their successor shall have been elected or otherwise selected or qualified. The treasurer's term shall begin on June 30 of the year elected.

Section 4. Meetings

- a. The annual meeting of the Executive Council shall be held as soon as practical following adjournment of the annual convention of the Association at such place, time and date as the incoming President of the Association shall determine and announce prior to the adjournment of said annual convention. Thereafter, the regular meetings of the Executive Council shall be held, at least four times per year or as close thereto as may be practical, at such time, date, and place as the Executive Council may determine by resolution. No notice of regular meetings shall be required other than such resolution.
- b. Special meetings of the Executive Council may be called by the President or at the request of any three voting members of the Executive Council. Special meeting shall be held at such time, date, and place, and for such purpose or purposes as shall be set forth in the notice thereof. Notice of any special meeting shall be give at least seven (7) days previously thereto.
- c. Executive Council meetings are open meetings.

Section 5. Quorum

A majority of the then voting members of the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Executive Council. If a quorum is present when the meeting is convened, the members may continue to conduct business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed or the refusal of any member present to vote.

Section 6. Chair; Secretary; Parliamentary Authority

The President of the Association shall ex officio be chair of the Executive Council, and in his or her absence, the vice-President/President-Elect of the Association, shall act as chair. The secretary of the Association, and, in his or her absence, an acting secretary appointed by the chair or acting chair or by resolution of the Executive Council, shall act as secretary of the Executive Council and shall see that proper minutes of all meetings thereof are kept. The secretary of the Association shall duplicate and distribute minutes of the Executive Council. The Executive Council may make its own rules, not inconsistent

with the Article of Incorporation or these Bylaws, for the conduct of meetings of the Executive Council. The rules contained in the current edition of *Robert's Rules of Order* 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.

Section 7. Expulsion

No voting member of the Executive Council shall be expelled or excluded therefrom except by removal from the office which gives such member a seat on the Executive Council, provided, however, that the Executive Council, may, at any time, with or without cause, expel or exclude any non-voting member by majority vote of all the voting members of the Executive Council.

Section 8. Committees of the Executive Council

The Executive Council shall designate an Executive Committee of the Executive Council to be composed of the President of the Association and of such number of additional voting members of the Executive Council, not less than six, as the Executive Council may fix from time to time by resolution. If so authorized by the Executive Council, the actions of the Executive Committee of the Executive Council shall be of the same force and effect as actions of the Executive Council and may be stated to be actions of the Executive Council in any article, document or certificate. In addition, the Executive Council may, by resolution adopted at any meeting, designate one or more other committees of the Executive Council, each committee to consist of two or more members of the Executive Council, which committees shall exercise the functions, powers and authority as may be specified in the resolution creating each committee, except that no committee other than the Executive Committee of the Executive Council shall have and may exercise the powers of the Executive Council during intervals between meetings of the Executive Council. Such committee or committees shall have such name or names as may be determined by the resolution or resolutions creating it or them.

Section 9. Action Without a Meeting

Any action required to be or which may be taken at a meeting of the Executive Council or of any committee thereof may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the voting members thereof then in office. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article, document or certificate.

Section 10. Decisions Subject to Review by Association

Anything herein to the contrary notwithstanding, any decision of the Executive Council, or of any committee thereof, may be amended or repealed by majority vote of the members of the Association present and voting at a duly called meeting at which a quorum is present; by a majority vote of all of the members of the Association entitled to vote in a mail ballot, as provided in the Articles of Incorporation and these Bylaws; or by unanimous written consent of all the members of the Association entitled to vote as provided in the Articles of Incorporation and these Bylaws.

ARTICLE V. OFFICERS

Section 1. Number and Designation

The officers of the Association shall be a President, a vice-President/President-Elect, a secretary, a treasurer and three (3) members-at-large, each of whom shall be elected by the members of the Association as hereinafter provided. The same person shall not concurrently hold more than one of the offices hereinabove specifically enumerated, but any officer may also be designated by such additional titles as the Executive Council may from time to time determine. An Association Administrator and an Association Web Administrator shall be appointed by the President with the advice and consent of the Executive Council.

Section 2. Election, Term of Office, Succession, and Vacancies

- a. The initial officers of the Association shall be those persons elected by the 1975 annual convention of the Alabama Library Association, an unincorporated association, the predecessor of the Association, to serve as the initial officers of the Association. Each such initial officer shall hold office until his or her successor shall have been duly elected and qualified, or until his death or resignation or removal.
- b. The officers of the Association subsequent to the initial officers shall be elected annually, each for a term of one year with the exception of the treasurer, who shall serve a 2-year term of office, and the 3 members-at-large, who shall serve a staggered 2-year term of office. Each officer shall serve office until their successor shall have been elected and qualified, or until their death, resignation or removal, all as herein below further provided.
- c. The officers of the Association shall be elected during the time of or reasonably contemporaneously with the Association's annual convention and under such rules and procedures as the Executive Council may from time to time adopt and publish as herein provided for. Specifically, but not by way of limitation, the Executive Council may prescribe election by ballots at a meeting or by mail (postal or electronic) or otherwise. The rules and procedures for each year's election shall be published and sent to each member of the Association not later than forty-five (45) days prior to the annual convention. The candidate receiving the greatest number of votes for each office shall be elected to that office.
- d. There shall be a Nominating Committee, but any individual in good standing may nominate by petition any other member, whether or not nominated or endorsed by the Nominating Committee, for any office, except that of President, for which office there shall be only one nomination, that of the incumbent vice-President or if there be none, of the incumbent President, or, if the incumbent vice President or President, as the case may be, shall decline nomination, of a member selected by the Nominating Committee. Nominations by petition must be candidates from within the same Association division as those nominated by the Nominating Committee. Those members nominated for the office of Association Treasurer shall have had experience preparing and administering budgets, with general knowledge of accounting procedures. The members-at-large shall be nominated from

representative areas of the state (i.e. north, central and south Alabama). Voting for all offices shall be by secret ballot.

- e. The officers-elect shall normally take office immediately upon the adjournment of the Association's annual convention. Officers succeeding to higher office or elected to fill vacancies as herein provided, however, shall take office as soon as the event causing the succession occurs, as soon as they are elected or as soon as the vacancy occurs, whichever is applicable. The treasurer shall take office on June 30 of the year elected.
- f. If the office of President shall, at any time, for whatever cause, become vacant, the vice-President/President-Elect, or, if there be none, the secretary shall become President until a new President shall be elected and qualify.
- g. If the office of the vice-President/President-Elect shall become vacant by reason of the vice-President/President-Elect succeeding to the office of the President, the office of vice-President/President-Elect shall remain vacant until a successor is elected at the next annual convention of the Association as hereinabove provided.
- h. If the office of secretary or treasurer, or members-at-large, any one or more of them, shall, for whatever reason, become vacant, the Executive Council shall promptly elect a successor or successors to serve until a new secretary, treasurer, or member-at-large, one or more of them as the case may be, is or are elected and qualify.

Section 3. Resignation.

Any officer of the Association may, at any time, resign by addressing and delivering a letter of resignation to the President or to any other officer of the Association or by reading same at a meeting of the Executive Council. Any such resignation will be effective on the date stated therein, or, if none be stated, on the earlier of (1) acknowledgment of such resignation spread upon its minutes by the Executive Council, or (2) one calendar month after the delivery or reading of the letter of resignation as hereinabove provided.

Section 4. Removal.

Any officer elected by the members of the Association may be removed at any time, with or without cause, by unanimous vote of all the other voting members of the Executive Council, or by vote of at least two-thirds (2/3) of the individual members of the Association present and voting at a duly called meeting at which a quorum is present. Any other officer elected by the Executive Council may be removed at any time, with or without cause, by a resolution adopted by a majority of the voting members of the Executive Council present and voting at a duly called meeting at which a quorum is present.

Section 5. Duties of Officers.

The officers of the Association shall have the duties, which usually appertain to their office, as modified, qualified or added to by the Articles of Incorporation and these Bylaws.

- a. The President shall be the principal executive of the Association and, subject to the control of the Executive Council and the Association shall in general supervise and control all of the affairs of the Association; when present, shall preside at all meetings of the Association; by and with the advice and consent of the Executive Council, shall

appoint the chair and other members of committees of the Association; shall appoint the Association Administrator with the advice and consent of the Executive Council and the Executive Committee of the Executive Council; shall be primarily responsible for financial planning during his or her term and shall be the Association's official delegate to the American Library Association Convention. The President may sign, with the secretary any and all deeds, mortgages, bonds, contracts or other instruments which the Executive Council authorizes to be executed, except in cases where such signing and execution may be expressly delegated by the Executive Council or by these Bylaws to another officer or to an agent of the Association. The President shall also have the authority to execute in the name of the Association any document or instrument which does not require the corporate seal and the execution of which is within the President's general authority as principal executive officer or is specially authorized. In general, the President will perform all of the duties customarily incident to the office of President, and such other duties as may, from time to time, be assigned by the Executive Council.

- b. The Vice-President/President-Elect shall do and perform such duties as may be assigned from time to time by the Executive Council and the President, and shall in all matters assist the President in managing the affairs of the Association. The vice-President/President-Elect will at all times keep in close touch with the President and shall prepare for and at all times be ready to succeed to the office of President or act as President as herein provided. The vice-President/President-Elect shall rank first after the President, and, in the absence of the latter, or in the event of his or her inability or refusal to act, shall perform all the duties of the President and when so acting shall have the powers of and be subject to all restrictions upon the office of President. Irrespective of the presence or absence of the President, the vice-President/President-Elect may sign, with the secretary any and all deeds, mortgages, bonds, contracts or other instruments, which the Executive Council may have authorized to be executed, except where such execution shall have been expressly delegated by the Executive Council or by these Bylaws to another officer or to an agent of the Association. The vice-President/President-Elect shall serve on the Bylaws Committee of the Association and shall serve as a member of the Planning Committee and of the Convention Program Committee of the Association. In general, the vice-President/President-Elect will perform all of the duties customarily incident to the office of the vice-President/President-Elect, and such other duties as may from time to time be assigned by the President or the Executive Council.
- c. The Immediate Past President shall attend as a voting member all meetings of the Council; serve as a member of the Planning Committee and Budget and Finance Committee; serve as chair of the Nominating Committee; and plan and coordinate the Emeritus Council Program at the annual convention of the Association.
- d. The Secretary shall keep or see to the keeping of the minutes of all meetings and conventions of the Association; shall correspond with members and non-member individuals and institutions as directed by the President or the Executive Council; shall render an annual report to be filed in archives of the Association and in the office of the Association Administrator of the Association; shall be the custodian of the corporate records and of the seal of the Association and affix the seal to all

documents, the execution of which on behalf of the Association under seal is duly authorized; shall sign with the President, or either vice-President, any and all deeds, mortgages, bonds, contracts or other instruments which the Executive Council has authorized to be executed; and in general shall perform all duties customarily incident to the office of secretary and such other duties as may, from time to time, be assigned by the President or the Executive Council.

- e. The Treasurer shall receive at established intervals, reports of the financial affairs of the Association as prepared by the Executive Council, shall monitor said affairs and any subsequent transactions, shall pay authorized bills, dues, and other amounts owing and payable by the Association, and shall perform such duties as may, from time to time be assigned by the President or the Executive Council. The treasurer shall ex officio serve as a member of each committee of the Association whose responsibilities include the collection, disbursement, or investment of monies and shall chair the Budget and Finance Committee.
- f. Each Member-At-Large shall serve as a representative of the interests and needs of the membership of his/her individual geographical area; shall bring concerns of the members in that area to Council; shall help disseminate information from Council to the membership in that area; and shall perform other duties as may from time to time be assigned by the President or the Executive Council.

Section 6. Association Administrator

- a. The Association Administrator shall be appointed each year by the President with the advice and consent of the Executive Council. The Association Administrator shall be responsible to the President, shall attend the meetings of the Executive Council, and shall maintain an office for the transaction of the Association business, membership records, and other duties as directed by the President and as delineated in the Association's Handbook. The Association Administrator shall keep a current list of members in good standing and current lists of members under suspension for nonpayment of dues and for any other reason, any one or more of which lists the secretary shall permit any member to inspect and copy; shall annually publish or cause to be published, at the discretion of the Executive Council, either (i) a list of all members in good standing of the Association or (ii) a list of all individuals and institutions who have since the previous publication of such a list, become and ceased to be members in good standing of the Association; shall see that all notices are duly given in accordance with the requirements of the Bylaws or as required by law.
- b. The Association Administrator shall have charge and custody of and be responsible for all funds and securities of the Association; shall receive and give receipts for monies and dues due and payable to the Association from any source, and deposit all such monies in the name of the Association in the banks or other depositories as shall be selected in accordance with these Bylaws or by direction of the Executive Council; shall prepare for the treasurer's signature all authorized bills, dues, and other amounts owing and payable by the Association; shall be responsible for preparing or causing to be prepared for signature by the President all tax reports, information returns or other reports which may now or hereafter be required to be

submitted by the Internal Revenue Service, the State of Alabama, and any other federal, state, or local government agency; shall prepare an annual report and shall submit same at the annual convention; at the end of the Association's fiscal year, shall submit the audited report of the financial records of the Association at the next meeting of the Executive Council; and shall thereafter file this annual audited report in the archives of the Association and in the office of the Association Administrator; and shall in general perform all the duties incident to the office of treasurer.

- c. The Association Administrator shall serve the Association as long as the appointee serves in a satisfactory manner, until the Executive Council determines that services are no longer needed, or until the appointee submits a written resignation.
- d. The Association Administrator may be removed at any time, with cause, by resolution adopted by a majority of the voting members of the Executive Council present and voting at a duly called meeting at which a quorum is present.

Section 7. Association Web Administrator

The Association Web Administrator shall be appointed by the President with the advice and consent of the Executive Council. The Web Administrator shall be responsible to the President and shall maintain the Association's web presence as directed by the President and as delineated in the Association's Handbook.

- a. The Web Administrator shall serve the Association as long as the appointee serves in a satisfactory manner, until the Executive Council determines that services are no longer needed, or until the appointee submits a written resignation.
- b. The Web Administrator may be removed at any time, with cause, by resolution adopted by a majority of the voting members of the Executive Council present and voting at a duly called meeting at which a quorum is present.

Section 8. Contracts, Loans, Checks and Deposits

- a. In addition to the authority given by these Bylaws to certain officers of the Association to execute contracts, the Executive Council may authorize any other officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances.
- b. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless and except to the extent authorized by resolution of the Executive Council and such authority may be general or confined to specific instances.
- c. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Council
- d. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks and other depositories as the Executive Council may select or authorize.

ARTICLE VI. SEAL

The Executive Council shall prescribe a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the words "State of Alabama" and the words "Corporate Seal."

ARTICLE VII. DIVISIONS

Section 1. Purpose and Authority

The purpose of a division is to promote library service and librarianship within and for a particular type of library, or as it relates to a particular type of library activity. A division shall have the authority to act for the Association on matters determined by the Executive Council to be the responsibility of the division.

Section 2. Enumeration

The divisions of the Association are:

- a. Children's and School Librarians Division
- b. College, University and Special Libraries Division
- c. Public Library Division

Section 3. New Divisions

Any seventy-five members of the Association having a clearly defined field of interest in librarianship may petition the Executive Council for authority to form a new division of the Association. The Executive Council shall consider each such petition and shall recommend its acceptance, with provisional status, or rejection to the business meeting of the Association's next annual convention. The decisions of the Association at such meeting shall be final. A proposed Division, if approved for provisional status, shall have until two succeeding business meetings to fulfill the requirements for status as a division. When these requirements have been met, the chair of the division will be seated as a voting member of the Executive Council.

Section 4. Division Status

A division must meet the following criteria to retain status as a division:

- a. A division shall not have a fewer number of members than fifteen percent (15%) of the total Association members in good standing at the beginning of each fiscal year;
- b. A division must meet, elect officers regularly, participate in the majority of regular and called meetings of the Association's Executive Council, and conduct programs and activities related to its purpose.
- c. Recognition of division status may be withdrawn if:
- d. The division fails to elect officers for a period of two consecutive years;
- e. The division fails to conduct any programs or activities related to its purpose (not including the election of officers) for a period of three consecutive years;

- f. The division voting representative fails to attend the majority of regular and called meetings of the Association Executive Council for a period of two consecutive years;
- g. In the opinion of the Executive Council, the division purposes are not being fulfilled or are no longer relevant to the Association purposes and practices;
- h. The division fails to maintain the minimum number of members required for a division for a period of two consecutive years;
- i. The division requests dissolution.
- j. If a division fails to meet any of these requirements or requests dissolution, the Executive Council shall notify it that its status is under review. The assets, if any, of any division whose status is withdrawn shall revert to the Association.

Section 5. Constitution and Bylaws

Each division shall be required to adopt its own constitution and bylaws, not inconsistent with the Articles of Incorporation and these Bylaws. No such constitution and bylaws, nor any amendment thereto, shall be valid or of any force and effect unless and until approved by the Executive Council. Any such constitution and bylaws or any part thereof, may be suspended or revoked at any time by the Executive Council.

Section 6. Officers

Each division shall elect its own officers, including a chair and a first vice-chair or chair-elect, according to its own constitution and bylaws. Any officer of any division may be removed from office as provided in the division's constitution and bylaws by vote of at least two-thirds (2/3) of the individual members of the Association present and voting at a duly called meeting at which a quorum is present.

Section 7. Representation on the Executive Council

Each division of the Association shall be represented on the Executive Council as herein provided.

Section 8. Membership

Any member of the Association may belong to one or more divisions of the Association, provided he, she or it meets applicable eligibility requirements. Each division shall clearly set forth in its constitution and bylaws the eligibility requirements and procedures for obtaining and retaining membership therein. No member of the Association shall be required to belong to a division.

Section 9. Dues

- a. Each division is authorized to levy its own dues, subject to prior approval by the Executive Council.
- b. All dues and extra fees or other monies assessed by divisions for special programs must be deposited in the Association's General Fund after collection. All such dues, fees, or other monies are subject to the Association's overhead charge.
- c. Association members may join any division by paying the division membership fee.

ARTICLE VIII. ROUND TABLES

Section 1. Purpose and Authority

A round table is a membership unit established to promote a field of librarianship not within the scope of any single division. Although it cannot commit the Association by any declaration of policy, a round table may recommend policies and actions to other units.

Section 2. New Round Tables, etc.

Any twenty-five members of the Association having a field of special interest in librarianship may petition the Executive Council for authority to form a round table of the Association. This petition must first be sent to the Planning Committee of the Association for consideration and recommendation. Upon receipt of the report of the Planning Committee, the Executive Council shall accept, with provisional status, or reject said petition. A proposed round table, if approved for provisional status, shall have until two succeeding business meetings to fulfill the requirements for status as a round table.

Section 3. Round Table Status

A round table must meet the following criteria to retain status as a round table:

- a. A round table shall demonstrate fiscal viability at the beginning of each fiscal year;
- b. A round table must elect officers regularly and conduct programs and activities related to its purpose;
- c. Recognition of round table status may be withdrawn if:
 - (i) The round table fails to elect officers for a period of two consecutive years;
 - (ii) The round table fails to conduct any programs or activities related to its purpose (not including the election of officers) for a period of three consecutive years;
 - (iii) In the opinion of the Executive Council, the round table purposes are not being fulfilled or are no longer relevant to the Association purposes and practices;
 - (iv) The round table fails to maintain the fiscal viability required for a round table for a period of two consecutive years;
 - (v) The round table requests dissolution.
 - (vi) If a round table fails to meet any of these requirements or requests dissolution, the Executive Council shall notify it that its status is under review. The assets, if any, of any division whose status is withdrawn shall revert to the Association.

Section 4. Bylaws

Each round table may adopt its own bylaws, not inconsistent with the Articles of Incorporation and these Bylaws. No such bylaws, nor any amendment thereto, shall be valid or of any force and effect unless and until approved by the Executive Council. Any such bylaws, or any part thereof, may be suspended or revoked at any time by the Executive Council.

Section 5. Officers

Each round table shall elect its own officers, including a moderator and an associate moderator or moderator-elect, according to its own Bylaws, if any. Any officer of a round table may be removed from office, as provided in such round table's bylaws, if any, or, if none, by majority vote of all the members of the Executive Council, or by vote of at least two thirds (2/3) of the individual members of the Association present and voting at a duly called meeting at which quorum is present.

Section 6. Membership

Any member of the Association may belong to one or more round tables of the Association, provided he/she or it meets applicable eligibility requirements. Each round table shall clearly set forth in its bylaws or otherwise the eligibility requirements and procedures for obtaining and retaining membership therein. No member of the Association shall be required to belong to a round table, but membership in the Association is a precondition to round table membership.

Section 7. Dues

- a. Each round table is authorized to levy its own dues, subject to prior approval by the Executive Council.
- b. All dues and extra fees or other monies assessed by round tables for special programs must be deposited in the Association's General Fund after collection.

ARTICLE IX. COMMITTEES OF THE ASSOCIATION

Section 1. Standing Committees

The standing committees of the Association shall be:

- a. Author's Awards Committee
- b. Association Awards Committee
- c. Bibliographic Committee
- d. Budget and Finance Committee
- e. Bylaws Committee
- f. Convention Committee
- g. Education Committee
- h. Employee Evaluation Committee
- i. Handbook Committee
- j. Intellectual Freedom Committee
- k. Legislative Development Committee
- l. Membership Committee
- m. Nominating Committee
- n. Emeritus Council

- o. Planning Committee
- p. Public Relations Committee
- q. Publications Committee

Section 2. Chair and Membership of Standing Committees

- a. The President, by and with the advice and consent of the Executive Council, shall appoint the chair, and by and with the advice and consent of the Executive Council, shall appoint such as he or she shall deem appropriate; provided, however, that the Emeritus Council shall be composed of all the past Presidents of the Association and its predecessor unincorporated. In addition, the President shall be an ex officio member of each standing committee and the vice-President/President-Elect and treasurer shall be ex officio members of standing committees as hereinabove provided.
- b. The vice-chairperson of the committee shall automatically rotate up as chairperson, providing continuity of effort. The vice-chairperson of a committee shall be solicited by the vice President/President-Elect of the Association.

Section 3. Duties of Standing Committees

The duties of each standing committee shall be as set forth in the Articles of Incorporation, these Bylaws, and applicable resolutions of the Executive Council and other applicable documents of the Association, and unincorporated association, the predecessor of the Association, shall remain in full force and effect until a new Handbook is approved for the Association by the Executive Council.

Section 4. Special and Ad Hoc Committees

- a. The Executive Council, in its discretion, may create or authorize the creation of special committees of the Association, with such powers, duties and functions, not inconsistent with the Articles of Incorporation, these Bylaws or applicable law, as the Executive Council may assign. The membership and organization of special committees will be as the Executive Council, at its discretion, shall decide.
- b. Ad hoc committees may be appointed by the President for specific tasks to be accomplished within a specific time. Each such committee shall have in its name the purpose for which it is created. The membership and organization of such select and special committees will be as the President, at his or her discretion, shall decide.

Section 5. Committee Meetings

Each committee shall meet as and when required to carry out its duties, and otherwise as the committee shall determine. *Robert's Rules of Order*, latest revision, shall be the governing authority on any matter arising at or in connection with any committee meeting which is not covered by these Bylaws or by resolutions of the Executive Council or such committee.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Association, of the Executive Council, or of any other body of the Association by the Articles of Incorporation, these Bylaws, any relevant law, or any other governing document, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be conclusively deemed equivalent to the giving of such notice. Similarly, the attendance of any member of the Association, member of the Executive Council, or member of any other body of the Association, at such meeting of the Association, the Executive Council, or such body of the Association, shall conclusively be deemed to be a waiver by such person of notice of such meeting, and such waiver shall conclusively be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS

Section 1. Executive Council May Amend Bylaws

The Executive Council, at its discretion, may amend or revoke these Bylaws or any part thereof; provided that any such amendment or revocation shall be subject to approval of the members by vote at a duly called meeting of the membership or by mail ballot (postal or electronic) in accordance with these Bylaws.

Section 2. Amendments to Articles of Incorporation and Bylaws

Any member, committee, division, or round table of the Association may propose the amendment of the Articles of Incorporation and these Bylaws.

Section 3. Consideration by Executive Council

Each such proposed amendment shall first be submitted to and considered by the Executive Council. The Executive Council shall recommend the adoption or rejection of each such proposed amendment to the Articles of Incorporation to the Association and shall, at its discretion, either adopt or reject or recommend to the Association the adoption or rejection of each such proposed amendment to these Bylaws.

Section 4. Action

The Articles of Incorporation, these Bylaws, or any part thereof, may be amended, revoked or suspended by a majority vote of the members of the Association, upon submission of the Executive Council as herein provided for, at a regular or special meeting of the Association or by mail ballot, provided the Executive Council shall give all members in good standing of the Association copies of such amendment, revocation, or suspension to be considered at least two weeks prior to the date of said meeting or ballot deadline. Any amendment to the Articles of Incorporation shall be effective when it is filed for record in the office of the Judge of Probate of Jefferson County, Alabama. Any amendment to these Bylaws shall be effective upon approval by the Executive Council or by the Association as herein provided.

Section 5. Inconsistency

In the event a provision of these Bylaws is inconsistent, differs or does not reflect an action, the Articles of Incorporation shall take precedence.