

ARTICLE 3: BOARD OF DIRECTORS

3.1. **Membership.** The Board of Directors shall consist of the officers of the Association, the MLALALA Chapter Councilor, the Member-at-large, the Chair of the Legislative Committee, the Past President, and the Chairs of the Divisions of the Association. The Executive Director shall be a non-voting ex-officio member of the Board.

3.4. **Vice-Chair/Chair-Elect** of the Legislative Committee. A Vice-Chair/Chair-Elect of the Legislative Committee shall be elected by the membership each year.

3.4.1. The Vice-Chair/Chair-Elect of the Legislative Committee shall serve the first year after election as the Vice-Chair of the Legislative Committee, the second year as the Chair of the Legislative Committee and the Association's liaison with the Minnesota Legislature, and the third year as Past Chair of the Legislative Committee. The Chair will also be responsible for informing the membership of legislative action.

3.5. The Member-at-Large and the Vice-Chair/Chair-Elect of the Legislative Committee shall take office at the beginning of the fiscal year following election. The MLALALA Chapter Councilor shall take office at the end of the summer conference of the American Library Association following election.

ARTICLE 9: COMMITTEES

9.1. Committees of the Association shall be:

- (1) Standing Committees;
- (2) Special Committees;
- (3) Ad Hoc Committees;
- (4) Joint Committees.

9.2. Only Active, Life, and Affiliate Members of the Association may be members of a Committee, with the exception of the Legislative Committee: active MEMO members may also participate in the committee process that develops MLA MEMO legislative initiatives.

9.3. Committees may be established by the Association or by the Board.

9.4. Committees may be discontinued by the body that established them.

9.5. Committees of the Association are responsible to the Board.

9.6. Each Committee shall have a specific charge established by the Board. The Board shall annually review the charge to each Committee.

9.7. The Board shall appoint the members of Committees designated in these Bylaws and the chair of all other Committees.

9.8. No later than November 1 each year, the Vice-President/President-Elect shall recommend to the Board, candidates for membership and chair of each of the Association's Committees appointed by the Board. The Board shall appoint these chairs and members to take office at the beginning of the next fiscal year.

9.9. Each Committee shall report to the Board at least annually or more often as directed by the Board.

9.10. No Committee shall commit the Association by any declaration of policy.

9.11. Subcommittees may be established by any Committee.

9.12. Except as otherwise provided in these Bylaws, committee members shall be selected by the chair of the Committee, with the advice of the Board.

9.13. Chairs shall call meetings of their respective Committees consonant with the charge to the Committee. Committees shall meet at the call of the President or the Board.

9.14. Minutes of all Committee meetings shall be kept and distributed to the President, the Executive Director and to all of the Committee.

9.15. **Standing Committees**

9.15.1. A Standing Committee is a committee with long-term objectives important to the continued operation of the Association. Standing Committees are on-going committees of the Association.

9.15.2. The Standing Committees of the Association shall be:

- (1) Budget and Finance Committee;
- (2) Intellectual Freedom Committee;
- (3) Legislative Committee;**
- (4) Planning and Development Committee;
- (5) Membership Committee;
- (6) Public Relations Committee;
- (7) Newsletter and Publications Committee;
- (8) Continuing Education Committee;
- (9) Bylaws and Policies Committee

ARTICLE 12: MEETINGS

12.1. Association Meetings

12.1.1. Business meeting of the Association shall be held within the State of Minnesota.

12.1.2. There shall be an annual business meeting of the Association.

12.1.3 The Board shall determine the time and place of any business meeting.

12.1.4 Other meetings of the Association may be called at any time with the approval of the Board, and shall be called upon petition signed by no fewer than 50 Active and Life Members.

12.1.5. The Board shall set the fee for all individuals attending meetings of the Association,

12.2. Board Meetings

12.2.1. Meetings of the Board shall be called by the President at least four times a year.

12.2.2. Ten day's notice of a meeting of the Board shall be given to each Board member.

12.2.3. Board meetings are open to the public and MLA members are encouraged to attend.

12.3. Quorum

12.3.3 A majority of the members of any Committee shall constitute a quorum of that Committee; with the exception of the **Legislative Committee, which shall conduct business only when ten or more members, including remote sites, are in attendance.**

ARTICLE 13: FINANCES

13. 1. The fiscal year of the Association shall be from January 1 to December 31.

13.2. **No** Subunit, **Committee**, officer, or member of the Association **shall incur any expense in its name unless properly authorized**, nor shall the Treasurer approve any payment except for expenditures so authorized.

13.3. No later than December 31 each year, the **Board shall prepare and adopt a budget for the following fiscal year**. This budget shall **assign to each officer, Subunit, Committee, and the Executive Director of the Association the funds which may be expended during the year**. The budget, Subject to later revision as conditions may require, constitutes Board authorization in the amounts and for the purposes specified.

13.6. **No** Subunit, **Committee**, officer or member of the Association **shall establish or maintain a checking or savings account for conducting any business of the Association except by permission of the Board**, nor shall any member of the Association conduct Association business through personal account except as provided by Association policy.

ARTICLE 14: GENERAL POLICIES

14.1. Vacancies in office.

14.1.8. In the event of the permanent loss of the **Chair** of the Legislative Committee, the Vice-Chair/Chair-Elect shall assume the office of Chair for the remainder of the current year and shall continue as Chair for the following year.

14.1.9. In the event of the permanent loss of the **Vice-Chair/Chair-Elect** of the Legislative Committee, the Board shall appoint an Acting Vice-Chair for the remainder of the term. Candidates for the offices of Chair and Vice-Chair/Chair-Elect shall be voted on at the following election.

14.1.10. In the event of the permanent loss of both the Chair and the Vice-Chair/Chair-Elect of the Legislative Committee, the Board shall appoint an Acting Chair for the remainder of the year. Candidates for both offices shall be voted on at the following election.

14.2. Resignation.

14.2.3. A committee chair may resign in writing to the Board.

14.2.4. A committee member may resign in writing to the chair of the committee.

14.3. Removal from Office

14.3.1. An officer or member of the Board, or an officer of the Association's Subunits or Committees, may be removed from office only for cause"

14.3.2. Before removal from office, the person accused shall have the right to due process. Due process shall include, but not be limited to: the right to receiving the charges in writing, the right to counsel, the right to face the accuser, and the right to have the accusation adjudicated by an impartial group.

14.4. Term of Office

14.5. Obligations of Officers and Committee Members.

14.5.1. Officers of the Association and its Subunits, Board Members, and Committee Members shall be expected to attend all meetings of their respective Board, Subunit, or Committees.

14.5.2. Failure to attend two consecutive Board meetings without being excused by the President in advance, may be grounds for the Board to request that the person resign.

14.6. Open Meetings

14.6.1. All meetings of the Board shall be open to members of the Association. Closed meetings may be held only for the discussion of matters affecting the privacy of individuals or institutions.

ARTICLE 17: PARLIAMENTARY AUTHORITY

17.1. Robert's Rules of Order, Newly Revised, in the latest edition, shall govern the Association in all cases to which it can be applied, and in which it is not inconsistent with the Articles of Incorporation, these Bylaws, or special rules of order of the Association"