

INCORPORATION & BYLAWS

INCORPORATION

The Pennsylvania Library Association (PaLA) was incorporated under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania on April 5, 1978. (#481)

BYLAWS

(Approved October 26, 1967; includes amendments through February 2008; numbers of the sections, paragraphs, etc., have been corrected in accordance with amendments as adopted.)

ARTICLE I. NAME

The name of this organization shall be the Pennsylvania Library Association.

ARTICLE II. OBJECT

The object of this Association shall be to advance libraries and librarianship in Pennsylvania.

ARTICLE III. MEMBERS

SECTION 1. INDIVIDUAL MEMBERS

PERSONAL AND CONTRIBUTING MEMBERS

Any individual interested in the object of the Association may become a personal or contributing member upon payment of appropriate annual dues. Such members enjoy the right to vote, to hold office, and to participate in the Association affairs. Such members shall be eligible for membership in any combination of divisions or round tables of their choice, not to exceed three, and shall become voting members thereof. Members of the Association may join additional divisions and round tables upon payment of a fee to be set by the Board of Directors for each additional division and round table.

HONORARY MEMBERS

Honorary members shall be individuals whom the Association desires to honor. Nominations may be proposed to the membership by the Board of Directors at any annual meeting of the Association. Election to honorary membership shall be by two-thirds majority vote of those present and voting. Honorary members shall enjoy for life all rights and privileges except those of voting and holding office.

SECTION 2. INSTITUTIONAL

Any library, historical association or similar organization interested in the object of the Association may become an institutional member upon payment of appropriate annual dues. Such member shall enjoy all rights and privileges except those of voting and holding office.

ARTICLE IV. OFFICERS

SECTION 1. ENUMERATION

The officers of the Association shall be a President, a First Vice-President, who shall be President Elect, a Second Vice-President, a Third Vice-President, a Treasurer, and an Executive Director.

SECTION 2. ELIGIBILITY

Each candidate for the office of President, First Vice-President, Second Vice-President, Third Vice-President, and Treasurer shall be a member of the Association in good standing.

SECTION 3. TERM

The President, First Vice-President (President-Elect), Second Vice-President, shall serve for a term of one year or until their successors are elected. The Third Vice-President shall serve for a term of three years. The Treasurer shall serve for a term of two years or until his/her successor is elected. No member shall be eligible to serve for more than one term in the same office. No member shall serve in more than one office at the same time. The term of each elected officer shall begin on January 1 and end on December 31.

The Executive Director shall be appointed by the Board of Directors and shall hold office at its pleasure.

SECTION 4. ELECTED OFFICERS

PRESIDENT

The President shall be the chief executive officer of the Association and shall be responsible for the guidance and direction of the activities undertaken to achieve the objectives of the association during his/her term of office. He/she shall preside at all meetings of the membership, of the Board of Directors, and of the Council; and prepare a report on the state of the association for presentation at the annual business meeting. He/she shall serve as an ex-officio member of all committees, except the Nominations and Elections Committee; establish special committees as needed; fill any vacancies which may occur during his/her term of office in the positions of *PaLA Bulletin* Editor and Legislative Adviser (with the approval of the Board of Directors), chairpersons of all committees except the Nominations and Elections Committee; and represent the

association at meetings of other groups or designate an alternate to do so. He/she shall serve as an adviser to divisions.

FIRST VICE-PRESIDENT (PRESIDENT ELECT)

The First Vice-President (President Elect) shall perform the duties of the president in the absence or inability of the president to discharge the duties of his/her office. He/she shall serve as co-chair of the Legislative Information Committee and shall direct long-range planning, revising the strategic plan as needed. He/she shall be a member of the Administrative Services Committee and Organization and Bylaws Committee, and act as Chapter and Round Table liaison officer, and should be invited to all Chapter and Round Table meetings. Before the annual Leadership Workshop, prior to taking office as President, he/she shall appoint the *PaLA Bulletin* Editor and the Legislative Adviser with the approval of the Board of Directors; and the chairpersons of all committees (except the Nominations and Elections Committee and the Membership Committee.) to serve during his/her term as president. He/she shall perform other such duties as the president or the Board of Directors shall assign.

SECOND VICE-PRESIDENT

The Second Vice-President shall perform the duties of the president when both the President and the First Vice-President are unable to serve. He/she shall be chairperson of the Annual Conference and be responsible for the Conference program as authorized in the budget. He/she shall assist the president in such matters as may be delegated to him/her by the president or the Board of Directors.

THIRD VICE-PRESIDENT

The Third Vice-President shall serve as the chairperson of the Membership Committee and be responsible for engaging, strengthening, and growing the association's membership. He/she shall assist the president in such matters as may be delegated to him/her by the president or the Board of Directors.

TREASURER

The Treasurer shall have general supervision of the funds of the association and shall present a statement of receipts and expenditures at meetings of the Board of Directors and the general membership. He/she shall present the general and conference budgets, as prepared with the Board of Directors.

SECTION 5. APPOINTED OFFICER

EXECUTIVE DIRECTOR

The Executive Director shall be the continuing officer of the association appointed upon the recommendation and approval of the Board of Directors. The Executive Director shall be responsible to the board through the president to carry out the program and

implement the policies of the association. He/she shall attend all meetings of the association, the Board, and the Council, and shall serve as the Director of the Association. He/she shall record the minutes of the Board and Council; manage the business and financial matters of the association as recommended by the board; manage the headquarters office and employ and supervise the work of the staff; submit to the *PaLA Bulletin* Editor all official action taken by the board; serve as custodian of the Archives; sign any legal documents as authorized by the Board of Directors; see that full and accurate financial accounts are kept; prepare financial reports as requested by the Treasurer for presentation to the board; be responsible for recommending conference sites and contracting for exhibits.

ARTICLE V. ALA COUNCILOR

The American Library Association Councilor shall be elected under the rules governing the Pennsylvania Library Association election of officers. The number, term, powers and duties of the councilor to represent the association shall be as prescribed by the Bylaws of the American Library Association (Article IV, Sec. 2a). He/she shall take office after the ALA Annual Conference the following summer. Vacancy in the office shall be filled by the board to complete the unexpired term.

ARTICLE VI. PALA BULLETIN EDITOR

The *PaLA Bulletin* Editor shall be appointed by the First Vice-President with the approval of the board, to serve during his/her term as president, with duties defined at the time of appointment. He/she shall be requested to attend meetings of the board as it is deemed necessary.

ARTICLE VII. LEGISLATIVE ADVISER

A Legislative Adviser shall, with the approval of the Board of Directors, be appointed by the president when needed. His/her duties shall be defined at the time of appointment; he/she shall be requested to attend meetings of the board as deemed necessary.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION I. COMPOSITION

The Board of Directors shall be composed of voting members and one non-voting member.

Commencing on January 1, 2009, the voting members shall be the President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Immediate Past President, ALA Councilor and seven (7) at-large members elected by the membership to serve three-year terms. Commencing with the 2009 PaLA election for service beginning on January 1, 2010, two at-large directors shall be elected each year.

The non-voting member shall be the Executive Director.

The non-voting member of the Board of Directors shall have the right to speak on any question but shall have no vote.

SECTION 2. AUTHORITY

The Board of Directors shall establish policies subject to the authorization of the membership and shall execute those policies, acting always as the representatives of the membership. The board shall have the authority to transact business and to act for the membership between meetings of the association.

SECTION 3. DUTIES AND POWERS

The Board of Directors shall be responsible for establishing and implementing the immediate and long-range objectives of the association. It shall control the funds and supervise the financial administration of the association; recommend the amount of dues and assessments to the membership; confirm the budget; appoint and dismiss the Executive Director of the association and select location of the association headquarters upon the recommendation of the Board of Directors; grant and withdraw Chapter, Division and Round Table recognition; determine the boundaries of chapters in concurrence with the majority of the members of the chapters involved; approve the establishment of Standing Committees; approve publications and their policies; approve the time and place of the annual business meeting; and elect representatives to other organizations not otherwise covered in these Bylaws.

SECTION 4. MEETINGS

Regular meetings of the board shall be held no less than four times annually at such time and place as the board shall determine. Special meetings shall be called at the request of the president, or upon the written request of five board members. Notice of all meetings shall be given to each board member at least two weeks prior to the meeting. The purposes for which a special meeting is called shall be given in the call of the meeting, and only such business as is specified in the call shall be transacted.

SECTION 5. QUORUM

A majority of the voting members of the board shall constitute a quorum.

SECTION 6. VOTING BY MAIL

Voting by mail, in emergencies, shall be conducted upon request of the president, provided that every member shall have an opportunity to vote upon the question submitted. The voting shall close two weeks after the date on which the question is submitted to the members. If a majority of the members vote upon the question

submitted, the vote shall be counted as if the action had been taken in a meeting of the board. The Executive Director shall count the votes and report results to the president. Review of the action taken by mail votes shall be on the agenda for the next board meeting.

SECTION 7. PERSONAL LIABILITY OF DIRECTORS

To the fullest extent that laws of the Commonwealth of Pennsylvania, as in effect January 27, 1987 or as hereafter amended, permit elimination or limitation of the liability of members of the Board of Directors, no director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

This Section shall not apply to any actions filed prior to January 27, 1987, or to any breach of performance of duty or any failure of performance of duty by any director occurring prior to January 27, 1987. The provisions of this Section shall be deemed to be a contract with each director who serves as such at any time while this Section is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

ARTICLE IX. COUNCIL

SECTION 1. COMPOSITION

The Council shall consist of the Board and the Chairpersons of the Chapters, Divisions, Round Tables, Committees and Task Forces. The Executive Director shall be a member but without vote.

SECTION 2. DUTIES

The major function of the Council is to identify issues of concern of the membership, which shall be presented to the board.

SECTION 3. MEETINGS

The Council shall meet at least once a year.

SECTION 4. QUORUM

A majority of the voting members of the Council shall constitute a quorum.

ARTICLE X. DIVISIONS

SECTION 1. PURPOSE

The purpose of Divisions shall be to initiate and implement year-round activities to stimulate and promote statewide growth of librarianship in the special field of interest.

SECTION 2. FORMATION

A group of 300 or more members sharing a common interest in either a "Type-of-library" or "Type-of-activity" may petition the Board of Directors for formation of a Division. The signatures to the petition must be eligible for membership in that Division. Such a petition must incorporate a detailed statement of purpose and an outline of plan for future programs and activities. Such group shall operate under the Bylaws of the Pennsylvania Library Association on a provisional basis for not more than one year until the Division's Bylaws have been approved by their membership and the Board of Directors and have been found to be consistent with the philosophy and objectives of the Association. Such Divisions shall elect their own officers and arrange for and conduct their own meetings both in conjunction with the Annual Conference and at such times as are deemed necessary by the group. Divisions may request needed operating funds from the Board of Directors.

SECTION 3. LIAISON

The President serves as adviser to Divisions and serves as liaison officer between these groups and the association and should be invited to all Division meetings.

SECTION 4. REPORT

Each Division shall submit a typed report to the president, the *PaLA Bulletin* Editor and the Executive Director within deadlines to be established by the president.

SECTION 5. DISSOLUTION

The Board of Directors may recommend discontinuance of a Division when, in its opinion, the usefulness of that Division has ceased. The board shall submit a recommendation to the next Annual Meeting of the association; and if the recommendation shall be adopted by a majority vote of the members present and voting, such Division shall thereupon be dissolved.

ARTICLE XI. ROUND TABLES

SECTION 1. PURPOSE

The purpose of a Round Table is to bring together members of similar interests where such interests cross interdivisional lines and are not confined to either "Type-of-library" or "Type-of-activity."

SECTION 2. FORMATION

A group of 100 or more members may petition the Board of Directors of PaLA to be recognized as a Round Table of the association. The signatures to the petition must be eligible for membership in that Round Table. Such a petition must incorporate a detailed statement of purpose and an outline of plan for future programs and activities. Such group shall operate under the Bylaws of the Pennsylvania Library Association on a provisional basis for not more than a year until the Round Table's Bylaws have been approved by their membership and the Board of Directors and have been found to be consistent with the Bylaws of the association. Such Round Tables shall elect their own officers and arrange for and conduct their own meetings both in conjunction with the Annual Conference and at such times as are deemed necessary by the group. Round Tables may request needed funds from the Board of Directors.

SECTION 3. REPRESENTATION ON THE BOARD OF DIRECTORS

Representation on the Board of Directors shall be through the First Vice-President.

SECTION 4. LIAISON

The First Vice-President serves as adviser to Round Tables and serves as liaison officer between these groups and the Association and should be invited to all Round Table meetings. Chairpersons or their alternates shall be invited to attend meetings of the Board of Directors as is deemed necessary.

SECTION 5. REPORT

Each Round Table shall submit a typed report to the President, the *PaLA Bulletin Editor*, and the Executive Director within deadlines to be established by the President.

SECTION 6. DISSOLUTION

The Board of Directors of PaLA may recommend the discontinuance of a Round Table when, in its opinion, the usefulness of that Round Table has ceased. The board shall submit such recommendations to the next Annual Meeting of the association; and if the recommendation shall be adopted by a majority vote of the members present and voting, such Round Table shall thereupon be dissolved.

ARTICLE XII. COMMITTEES

SECTION 1. STANDING COMMITTEES

ENUMERATION

Standing Committees shall be established by the Board of Directors to insure the continuity of the association itself. These Standing Committees shall be Archives; Awards; Intellectual Freedom; Legislative Information; Membership; Nominations and Elections; Organization and Bylaws; Public Relations/Marketing; Publications and

Research Materials; and Scholarship. There shall be such other Standing Committees as the board shall from time to time authorize.

TERM

Committee chairpersons (except chairpersons for the Nominations and Elections Committee and the Membership Committee) shall serve for a term of one year and may be re-appointed.

REPRESENTATION ON BOARD

Representation on the Board shall be through the president. Chairpersons of the Standing Committees or their alternates shall be requested to attend meetings of the board when it is deemed necessary.

COMMITTEE MEMBERS

The Committee chairperson (except the Nominations and Elections Committee Chairperson) is responsible for recommending members of the Committee for appointment by the president.

DUTIES

Duties of Committees shall be determined by the Board of Directors and outlined in the Procedure Manual. Chairpersons shall be responsible to the president and report as requested.

SECTION 2. AD HOC COMMITTEES

Ad Hoc Committees may be authorized by the Board of Directors to carry out programs or projects of the association. The president shall appoint the Chairperson of such committees.

ARTICLE XIII. CHAPTERS

SECTION 1. PURPOSE

The purpose of a Pennsylvania Library Association Chapter shall be to promote library service and librarianship within its geographical area and to cooperate in the promotion of general and joint enterprises with the Pennsylvania Library Association and other groups.

SECTION 2. FORMATION AND ORGANIZATION

Membership in the Pennsylvania Library Association shall automatically confer membership in a chapter with no further payment of dues. The chapter shall operate under the Bylaws of the Pennsylvania Library Association and its Bylaws shall not be in conflict with those of the association. Chapters shall elect their own officers and arrange for and conduct their own meetings at such times as are deemed necessary by the group. Chapters may charge a registration fee at their meetings to cover expenses and shall

welcome all interested persons to their meetings upon payment of the registration fee. Boundaries of chapters shall be designated by the Board of Directors of the Pennsylvania Library Association but shall be changed only with the concurrence of a majority of the members of the chapter.

SECTION 3. LIAISON

The First Vice-President serves as adviser to chapters and serves as liaison between these groups and the association and should be invited to all chapter meetings.

SECTION 4. REPORT

Each Chapter shall submit a typed report to the president, the *PaLA Bulletin Editor* and the Executive Director within deadlines to be established by the president.

SECTION 5. DISSOLUTION

The Board of Directors shall dissolve a chapter if it becomes inactive or fails to comply with the provisions of this article.

ARTICLE XIV. MEETINGS

SECTION 1. ANNUAL

The Annual Business Meeting of the association membership shall be held at such time and place as the Board of Directors shall determine provided that notice of the meeting shall be sent to all members, or published in the *PaLA Bulletin* at least two months prior to the meeting.

SECTION 2. SPECIAL

Special meetings of the association shall be called by the president at the request of the Board of Directors, on the written request of five members of the Board of Directors, or written request of fifty voting members. Notice of such meeting shall be given at least one month in advance, and only the business for which the meeting has been called shall be in order.

SECTION 3. QUORUM

Twenty percent of those voting members registered for the day of the annual business meeting shall constitute a quorum. The count shall be determined as of an hour before the business meeting is scheduled to convene. This same percentage shall apply during regional conferences with other states. A majority of members of the Board of Directors or of any committee shall constitute a quorum.

SECTION 4. VOTING BY MAIL

Whenever, in the judgment of the Board of Directors, a question arises that should be put to a vote of the entire membership or cannot wait the annual meeting, the board may

submit the question for vote by mail or by electronic ballot unless otherwise required in these Bylaws. The board shall establish the closing date for the return of mail votes. The question presented shall be resolved by a two-thirds vote, provided at least one-third of the voting members have voted.

ARTICLE XV. FINANCES

SECTION 1. CAPITAL

All property and capital assets of any kind, acquired by the association, shall be the absolute property of the association and shall be administered by the Board of Directors.

SECTION 2. DUES

AMOUNT OF DUES

Dues shall be assessed on a graduated scale in an amount to be determined by the Board of Directors, subject to ratification by a two-thirds vote of the members present and voting at the annual meeting provided that written or printed notice of the proposed change shall be given to all voting members at least one month in advance of the meeting at which such action is to be considered. The Board of Directors shall have the authority to offer membership promotions and change the cap on individual dues from time to time. Dues of members shall be payable to the Pennsylvania Library Association.

DELINQUENT DUES

Members whose dues are unpaid on January 31 of any year and who shall continue to be delinquent for one month after notice of the same has been sent shall be dropped from membership. Lapsed members shall be reinstated upon payment of dues for the current year.

NEW MEMBERS

Dues of new members received at headquarters after October 1 shall be credited to the fiscal year beginning January 1 of the ensuing year. Dues of members who join between July 1 and September 30 shall be assessed at 50% of the annual rate.

SECTION 3. FISCAL YEAR

The fiscal year of the association shall be the same as the calendar year.

SECTION 4. BUDGET

An annual Budget shall be prepared by the treasurer, and submitted to the Board of Directors for confirmation at the second meeting, following the annual business meeting.

SECTION 5. AUDIT

An audit of all accounts of the association shall be made annually by a certified public accountant, engaged by the Board of Directors and a report made to the members in the first issue of the *PaLA Bulletin* following the receipt of the auditor's report.

ARTICLE XVI. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS AND ELECTIONS COMMITTEE

The Nominations and Elections Committee shall be composed of eight members. The membership of each chapter shall elect from among its members, one person to serve on the Nominations and Elections Committee. Officers and members-elect of the PaLA Board of Directors are not eligible to serve on the Nominations and Elections Committee. The committee will be called into session by the PaLA president who will preside until the committee elects its own chair.

If necessary, the Nominations and Elections Committee may appoint an Ad Hoc Committee to count ballots.

Nominations for the officers (First Vice-President, Second Vice-President, Third Vice-President, Treasurer) and ALA Councilor, for the following term shall be made by the Nominations and Elections Committee. The committee shall prepare a slate of two nominees for each office to be filled, and shall report its slate of nominees in the *PaLA Bulletin* at least five months prior to the annual meeting. In years when the annual business meeting does not occur in the fall, the publication date shall be determined by the Board of Directors at a time consistent with previous years. Further nominations may be made by a petition signed by 25 voting members of the association sent to the president together with the written consent of the nominee, at least four months prior to the annual business meeting. Each nominee shall be a voting member of the association in good standing.

Seven at-large representatives to the board shall be elected from a slate prepared by the Nominations and Elections Committee. The first slate shall consist of at least ten nominees. The initial rotation shall be determined by the vote count (in descending order: three for three-year terms, two for two-year terms, and two for one-year terms).

Thereafter the slate shall be the number of vacancies plus at least three others.

Commencing with the 2009 PaLA election for service beginning on January 1, 2010, two at-large directors shall be elected each year.

SECTION 2. ELECTIONS

Elections shall be by ballot mailed or distributed electronically to the members at least three months prior to the annual business meeting. Lot rather than alphabetical listing shall determine positions on ballot for the annual election of state officers of the association. The closing time must be stated clearly on this ballot. Ballots shall be returned to the Nominations and Elections Committee at least two months prior to the annual business meeting unless the meeting does not occur in the fall. In years when the annual business meeting does not occur in the fall, the Board of Directors shall determine the deadline at a time consistent with previous years. The candidate who receives the largest number of votes for an office shall be elected. In case of a tie vote the successful candidate shall be determined by lot conducted by the committee on election. The Nominations and Elections Committee shall report the election results to the Board of Directors.

ARTICLE XVII. VACANCIES

In the event the office of President shall become vacant, the First Vice-President shall assume the duties of the President for the remainder of the unexpired term. He/she shall serve his/her own term as President; the Second Vice-President shall assume the duties of the First Vice-President and shall perform the duties of the president without succession when both the President and First Vice-President are unable to serve; vacancies beyond this shall be filled by the Board of Directors.

ARTICLE XVIII. AMENDMENTS

Amendments to these Bylaws may be proposed by the committee on Organization and Bylaws with the approval of the Board of Directors or by a majority vote at a membership meeting. Amendments proposed in either way shall become law if adopted by a two-thirds vote of those present and voting at an annual business meeting provided that notice of the proposed change shall have been given to the membership at least thirty days prior to the meeting.

The Bylaws may also be amended by mail or by electronic ballot by an affirmative vote of two-thirds of the voting members who respond. The Board of Directors shall specify the time for closing the balloting by mail but in no case shall it be less than thirty days after mailing the ballots. The closing time must be stated clearly on the ballot.

ARTICLE XIX. DISPOSAL OF PROPERTY

In the event of the dissolution of the Pennsylvania Library Association or of a similar continuing organization duly authorized by the membership of the Pennsylvania Library Association, any money or property belonging to said association shall be given to non-

profit educational institutions, the donees to be voted by the membership of the Pennsylvania Library Association.

ARTICLE XX. PARLIAMENTARY AUTHORITY

Rule: Sturgis' Standard Code of Parliamentary Procedure, latest edition, shall govern all deliberations of the association, when not inconsistent with the association's Bylaws.