

**January 2023 – The following proposed changes are presented by the MLA Bylaws Committee, and include new changes recommended by members attending the December 7, 2022 Open Forum. These new changes**

- Clarify in Article XI, Section 5. Officers and Appointees who is required to be an MLA member to serve as a chapter officer and appointee conducting MLA business; and
- Remove Article X, Section 6. Dues because caucus members no longer pay dues
- Items to remove are struck through and highlighted in yellow for ease of identifying. Example: ~~Medical~~
- Items to add are underlined and highlighted in blue for ease of identifying. Example: Medical

## **Medical Library Association, Inc. Bylaws**

### **ARTICLE I. NAME**

The name of this Association shall be the Medical Library Association, Incorporated.

### **ARTICLE II. OBJECTIVES**

This Association shall be organized exclusively for scientific and educational purposes, and shall be dedicated to the support of health sciences research, education, and patient care. To accomplish these ends, this Association shall be committed to fostering the art and science of health sciences library ~~service practice~~, and to promoting cooperation and communication among its members in alignment with the Association's core values of diversity, equity, and inclusion in professional practice, leadership of health sciences libraries and information professionals.

**RATIONALE:** This new language complies with the strategic goal to update our documents to reflect our DEI Goals within our documents including the new history program, JMLA criteria, and our core values. **[Completed Goal: Diversity and Inclusion Created May 2017 - completed May 2020 - Diversity, Equity and Inclusion objectives included as strategies for all new strategic goals, going forward.]**

## ARTICLE III. MEMBERS

### Section 1. Eligibility

Any person or institution interested in health sciences libraries may become a member of the Association provided they meet the conditions set forth in these Bylaws and according to the procedures established by the Board of Directors.

### Section 2. ~~Classes~~ Categories of Membership

The ~~classes~~ categories of membership shall be Voting and Nonvoting. ~~The Voting class shall include Active Members defined as persons who at the time of qualification were actively engaged in, retired from, or interested in professional library or bibliographic work, or a health or information sciences profession. Other subclasses of Voting and Nonvoting membership shall be determined according to policies adopted by the Board of Directors.~~ Subcategories of Voting and Nonvoting membership shall be determined according to policies adopted by the Board of Directors. Each Voting member shall be a person who, at the time of qualification to vote, is actively engaged in, retired from, or interested in the health information sciences profession; has been a member of a subcategory of Voting Members for at least one contiguous year or paid at least one year of membership dues; and meets the conditions set forth in these Bylaws and the policies established by the Board of Directors. A member may cast more than one vote if eligible to do so as defined by their membership classes.

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Category(singular/plural) in place of Class(singular/plural)

### Section 3. Rights and ~~Privileges~~ Benefits

A. All and only Voting Members shall be eligible to hold elective office, except that no employee of the Association shall be eligible to hold elective office.

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Benefit(singular/plural) in place of Privilege(singular/plural)

B. All ~~and only~~ members may be appointed to committees. Only Voting Members may chair committees.

**RATIONALE:** Reflects current practice, as there are committees, such as the editorial board, that have non-members.

~~C. Institutional representatives who hold elective office or chair a committee and change their institution of employment shall, within twelve weeks, either be designated as the authorized representative in their new institution or join the Association as an Active Member.~~

**RATIONALE:** Only individual members may hold office or chair a committee. Institutional membership benefits, such as a free individual membership, are defined in Board Policy and Procedures and not in the Bylaws. Article III, Section 3, C is no longer needed.

#### Section 4. Membership Application and Approval

Application for membership in the Association shall be made, on forms provided by Association Headquarters. (Herewith, Headquarters shall refer to the Association Headquarters). Applicants meeting the requirements set forth in these Bylaws and according to policies established by the Board of Directors shall be entitled to all rights and privileges benefits of membership from the time they pay their dues.

**RATIONALE:** The editorial correction of Association Headquarters which later is referred to as Headquarters.

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Benefit(singular/plural) in place of Privilege(singular/plural)

#### Section 5. Fiscal Year

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

#### Section 6. Dues

~~Membership dues shall be payable at the beginning of each fiscal year. Notice of a proposed change in dues shall be sent to each Voting Member at least nine weeks before the start of the fiscal year.~~ The Board of Directors shall fix the amount of membership dues for all membership classes categories each year. Notice of a proposed change in dues shall be sent to each member at least nine weeks before the start of the Association's fiscal year. Membership dues for Voting classes may only be raised once every three years.

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Category(singular/plural) in place of Class(singular/plural)

**RATIONALE:** The Bylaws empower the Board to set the dues. The process should be outlined in the Procedure Manual and not in the Bylaws.

**RATIONALE:** The three-year freeze requirement has the adverse consequence of members absorbing a larger dues increase to account for the multiple year aggregate cost increase of providing member services. By removing the freeze, the board of directors has the flexibility to increase dues annually by a lesser amount. For reference, Individual dues have increased by an annual average of 1.8% in the last five years based on the latest 2023 dues. Reduced salary dues, which are not bound by

the three-year freeze, increased by less than 0.5% annually over the same period, with an increase in eligibility of qualifying salary. The MLA Board of Directors understands the challenge that some members may have in affording their dues and is proactive in providing an increasing number of options to members, such as installment payments, institutional memberships for employers of all sizes, and discount coupons to individuals for participating institutions.

## **Section 7. Suspension and Reinstatement**

**A.** Membership in the Association, and the rights and ~~privileges~~ benefits appertaining to the ~~class~~ category of membership, may be suspended or terminated if a member does not pay the required membership dues according to the policies adopted by the Board of Directors.

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Category(singular/plural) in place of Class(singular/plural)

**RATIONALE:** To promote inclusivity, editorial changes have been made to the outdated words – Benefit(singular/plural) in place of Privilege(singular/plural)

**B.** Suspended members may be reinstated upon payment of dues for the ~~twelve-month~~ full period ~~following~~ of suspension. If a Voting member who has been suspended for unpaid dues does not reinstate membership to include up to 12 months of suspension, they must make a new application for membership and will be ineligible to vote until they have again been a member for a full contiguous year. ~~within a twelve-month period following suspension, a new application for membership must be made.~~

**RATIONALE:** In accordance with Article III Section 2 each Voting member shall be a member of a subcategory of Voting Members for at least one contiguous year or paid at least one year of membership dues. If their membership has lapsed less than twelve months, in order to renew with full benefits, they must cover the lapsed time when renewing. Otherwise they are rejoining as a New Member, with a clear end date of membership. For example, if your membership expired in February 2023 and you did not pay your dues until August 2023, in order to maintain Voting Member benefits, your dues payment would cover the lapse from February 2023 to August 2023. If your membership expired in February 2023 and you paid dues for membership in April 2024, you would be rejoining as a New Member having ended membership in February 2023.

## **ARTICLE IV. OFFICERS**

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

**A.** The elected officers of the Association shall be a President, a President-Elect, an Immediate Past President, and nine Directors, nominated and elected as stipulated in Article V. of these

Bylaws.

**B.** Elected officers shall take office at the close of the Annual **Business** Meeting following their election and shall serve, unless they resign, die, become incapacitated, or are removed, until the close of the Annual **Business** Meeting at the end of their terms of office or until successors are elected and assume their duties.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

**C.** The President-Elect shall be elected annually.

**D.** The President shall assume the office of Immediate Past President at the close of the term as President. A member shall wait three years from the completion of the term as Immediate Past President before again being eligible to serve as President-Elect.

**E.** Seven Directors shall be elected by the membership at large to serve for three years each, with two Directors elected annually, except that every third year, three Directors shall be elected. The Chairs of the Chapter and **Section Community** Councils shall each serve as ex-officio Directors for the duration of their terms of office as Council Chairs.

**RATIONALE:** Editorial cleanup to alignment with the new *Policies Governing Caucuses, Domain Hubs and Community Council*. The word Community Council – Section Council no longer exists with the abolishment of Sections. There are now Caucuses which meet as the Community Council.

**F.** Elected officers may be removed from office for just cause after due process and by affirmative vote of two-thirds of the members of the Board of Directors.

## **Section 2. Vacancies in Elected Offices**

**A.** A vacancy arising in the office of President shall be filled by the President-Elect, who shall cease to be President-Elect, shall serve out the unexpired one-year term of the President, and shall continue as President for the full succeeding one-year term to which they were elected.

**B.** A vacancy arising in the office of President-Elect shall be filled by the Board of Directors. A member appointed by the Board of Directors to fill a vacancy in the office of President-Elect shall serve in that office only until the close of the next Annual **Business** Meeting, at which time a newly elected President-Elect shall take office.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

**C.** Any vacancy arising in the offices of the seven Directors elected by the membership at large shall be filled by the Board of Directors. Any vacancy arising in the offices of the Council Chairs shall be filled through an election as stipulated in Article XII. and Article XIII. of these Bylaws.

**D.** Vacancies not covered by these Bylaws shall be filled in a manner determined by the Board of Directors.

### **Section 3. Duties of Elected Officers**

**A.** The President shall preside at all meetings of the Association and of the Board of Directors and shall perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association. The President shall appoint a Parliamentarian and a Sergeant-at-Arms each to serve a term concurrent with that of the President.

**B.** The President-Elect, at the request of the President and the Board of Directors or during the President's absence or inability to act, shall perform the duties of the President, and when so acting, shall have the powers of the President. The President-Elect shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

**C.** The Directors shall perform such duties as designated by the Board of Directors or prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

### **Section 4. Appointed Officers**

The appointed officers of the Association shall be an Executive Director, an Editor of the Journal of the Medical Library Association, an Editor of the MLA News, a Treasurer, and a Secretary, and others as needed according to the policies established by the Board of Directors. The Executive Director, the Editor of the Journal of the Medical Library Association, and the Editor of the MLA News, shall be appointed by the Board of Directors and shall serve at its pleasure and under its direction. The Treasurer shall be appointed by the President from among the Board of Directors and shall hold office for a term of three years, the first year as Treasurer-Elect, and the two successive years as Treasurer or until a successor is appointed. The Secretary shall be appointed by the President from among the Board of Directors and shall hold office for a term of two years or until a successor is appointed.

**RATIONALE:** Article IV, Section 4 – Removal for flexibility in language related to appointed officers and MLA publications, so that amending is not necessary each time a new office is created or publication title changes. All duties of appointed officers are defined in the Policies and Procedures Manual.

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

**A.** The Executive Director shall serve as chief executive officer for the Association and as such shall have responsibility for planning, implementation, execution, and coordination of the Association's programs under and in concert with the Board of Directors. The Executive Director shall represent the Association and shall perform such other duties as the Board of Directors may assign

~~**B.** The Editor of the Journal of the Medical Library Association shall have final authority over the content and format of the JMLA within the limits of the budget and the Association's purposes. In exercising this authority, the Editor shall consult with the Board of Directors and any committee or holder of any position established by the Board to advise on JMLA matters.~~

~~**C.** The Editor of the MLA News shall have final authority over the content and format of the News within the limits of the budget and the Association's purposes. In exercising this authority, the Editor shall consult with the Board of Directors and any committee or holder of any position established by the Board to advise on News matters.~~

**RATIONALE:** Article IV, Section 4 – Removal for flexibility in language related to appointed officers and MLA publications, so that amending is not necessary each time a new office is created or publication title changes. All duties of appointed officers are defined in the Policies and Procedures Manual.

**BD.** The Treasurer shall have responsibility for the fiscal integrity of the Association in concert with the Executive Director, and shall perform such other duties as the President and Board of Directors may assign.

**CE.** The Secretary shall sign the minutes of all meetings of the Board of Directors and the proceedings of the Annual **Business** Meeting ~~business sessions~~, and shall perform such other duties as the President and Board of Directors may assign.

**RATIONALE:** Editorial cleanup to reflect elimination of the Editors in Section 5. B. and 5.C.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

## **ARTICLE V. NOMINATIONS AND ELECTIONS**

### **Section 1. Membership and Term of Office of the Nominating Committee**

**A.** Nine Voting Members shall be elected annually to the Nominating Committee. The

Immediate Past President shall serve as ex-officio, nonvoting Chair of the Nominating Committee. Members of the Board of Directors may not serve as Voting Members of the Nominating Committee.

**B.** All ten shall serve for a term beginning as soon as votes of the election in which they were elected have been counted and ending when votes have been counted in the election using the ballot they prepared.

**C.** Any vacancy arising in the offices of Nominating Committee members shall be filled by the Board of Directors. No one shall serve on the Committee as a Voting Member for more than one term during a period of five years.

### **Section 2. Candidates for Nominating Committee Membership**

The Board of Directors, Sections Caucuses and Chapters shall submit to the current Nominating Committee the names of potential candidates for Nominating Committee membership for the following year, according to the procedures established by the Board of Directors, and, as appropriate, in compliance with Section and Policies Governing Caucuses, Domain Hubs and Community Council and Chapter bylaws.

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

**RATIONALE:** Changes to Article V, Section 2 aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

### **Section 3. Nomination of Officers**

The Nominating Committee shall prepare annually a slate of at least two nominees for President-Elect and for each Director elected by the membership at large whose term expires. The slate shall be accompanied by appropriate support documentation according to the policies established by the Board of Directors.

### **Section 4. Nomination by Petition**

Candidates for the Nominating Committee or any elective office may also be nominated by petitions signed by not fewer than one hundred fifty (150) Voting Members.

### **Section 5. Report of the Nominating Committee**

The Nominating Committee shall submit a copy of its report and shall ensure that a ballot is submitted that includes all the candidates and accompaniments as stipulated in Sections 2. and 3. of this Article to the Board of Directors by the date requested.

### **Section 6. Elections**

**A.** Ballots, accompanied by the required supporting documentation according to the procedures established by the Board of Directors, shall be distributed to the voting membership



by Headquarters at least ~~nine~~ **four** weeks in advance of the Annual **Business** Meeting. Ballots shall be received by the date previously announced for counting ballots, which shall be at least ~~three~~ **two** weeks after ballots are distributed. Ballots received after the date announced for counting shall be destroyed.

**RATIONALE:** Change in length of time for election distribution and counting was based on prior distribution technologies and in-person business meetings. This change meets modern modes of distribution technology and meeting methods.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

**B.** Candidates for President-Elect shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect. Candidates for the positions of Director and member of the Nominating Committee receiving the highest number of votes for the number of vacant positions shall be declared elected. If a tie occurs, selection from among the tied candidates shall be by lot.

## **ARTICLE VI. **Business** MEETINGS**

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

**A.** The Association shall hold annually, usually in the spring, a regular meeting of the members for the transaction of general business. Except as otherwise stated in these Bylaws, Voting Members at the Annual **Business** Meeting shall be the final authority in governing the Association.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### **Section 2. Special Meetings**

In the interval between Annual **Business** Meetings, special meetings of the members shall be called by the President if requested in writing by a majority of the Voting Members of the Board of Directors, or by twenty (20) percent of the Voting Members of the Association. Only business specified in advance shall be transacted.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### Section 3. Place of Meetings

The Board of Directors shall designate a suitable place for each Annual Business Meeting and each special meeting.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### Section 4. Notice of Meetings

Headquarters shall send members notice of Annual Business Meetings and special meetings at least ~~nine~~ four weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting, and in the case of a special meeting, shall specify the business to be transacted.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

**RATIONALE:** Notification can be made on the website or other rapid technology and no longer needs to be mailed to the members.

### Section 5. Voting Body

The voting body of the Annual Business Meeting or of a special meeting shall consist of all Voting Members who are in good standing and who are present at the Annual Business Meeting or the special meeting.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### Section 6. Quorum

Two hundred (200) of the Voting Members of the Association shall constitute a quorum.

### Section 7. Voter Identification

To facilitate the counting of votes at the Annual Business Meeting or a special meeting, Headquarters shall provide ~~easily seen~~ voter identification as described in the Special Rules of Order to all and only eligible voters attending the Annual Business Meeting or a special meeting.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### **Section 8. Order of Business**

The order of business at Business Sessions of the Annual **Business** Meeting shall be at the discretion of the presiding officer but the business shall include:

- Approval of minutes of the Annual **Business** Meeting and special meetings of the membership held in the preceding year but not necessarily of earlier meetings of the current session
- Reports from the Board of Directors, Executive Director, other appointed officers, and committees and representatives
- Action on amendments to the Bylaws when due notice has been given
- Announcement of election results with identification of new officers and members of the new Nominating Committee
- New Business

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

## **ARTICLE VII. BOARD OF DIRECTORS**

### **Section 1. Membership**

The President, President-Elect, Immediate Past President, seven Directors elected by the membership at large, and Chairs of the Chapter and **Section Community** Councils shall serve as Voting Members of the Board of Directors. The President shall serve as Chair of the Board of Directors and shall not vote except to make or to break a tie. The Executive Director shall serve as a Nonvoting Member of the Board of Directors.

**RATIONALE:** Editorial cleanup to alignment with the new *Policies Governing Caucuses, Domain Hubs and Community Council*. The word Community Council – Section Council no longer exists with the abolishment of Sections. There are now Caucuses which meet as the Community Council.

### **Section 2. Powers**

The Board of Directors shall have general supervision of the affairs of the Association between its business meetings; shall fix the day, hour, and place of those meetings; shall make recommendations to the Association; shall adopt the Association's annual budget; and shall perform other duties prescribed by these Bylaws. A copy of any budget adopted by the Board shall be sent to members of the Association before the next Annual **Business** Meeting. The

Board shall be subject to orders of the Association; none of its acts shall conflict with actions taken at Association business meetings.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

### Section 3. Meetings of the Board

A. The Board of Directors, for the purpose of transacting business, shall meet immediately after each Annual **Business** Meeting of the Association, shall meet immediately before each Annual **Business** Meeting, and shall meet at least once between Annual **Business** Meetings.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

B. Additional meetings of the Board of Directors may be called by the President with approval of a majority of the Board's Voting Members.

C. A majority of the Voting Members of the Board shall constitute a quorum for the transaction of business.

D. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Board of Directors shall be open to any member of the Association. Nonvoting members of the Board may be excluded from an executive session.

### Section 4. Notice of Meetings

Headquarters shall provide notification of every meeting of the Board of Directors to all Association members **at least nine weeks** in advance. Notice of every meeting shall state the place, day, and hour of such meeting. Notice of additional meetings listed in Section 3. B. of this Article shall be given in advance or by advance notice at the Annual **Business** Meeting. Additional notice information shall be set according to the procedures established by the Board of Directors.

**RATIONALE:** Notification can be made on the website or other rapid technology and no longer needs to be mailed to the members.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

### **Section 5. Executive Committee**

The Board of Directors shall appoint an Executive Committee from among its members to assist, as directed by these Bylaws and the Board, in management of the Association's business. The size, composition, and Chair of the Executive Committee shall be specified by the Board.

## **ARTICLE VIII. COMMITTEES AND REPRESENTATIVES**

### **Section 1. Administrative Committees**

There shall be the following administrative committees with composition and duties as prescribed by these Bylaws: Nominating Committee and Executive Committee.

### **Section 2. Standing Committees**

**A.** The Board of Directors, upon recommendation of the Executive Committee, shall establish standing committees to consider matters of the Association that require continuity of attention by the members. The Executive Committee shall recommend the name and size of each such committee.

**B.** To the extent possible, the President shall designate and shall announce committee members and Chairs in advance of the beginning of their term of office, when these appointments shall take effect. Unless otherwise recommended by the Executive Committee and approved by the Board of Directors, members of standing committees shall be appointed for terms of three years, and may be reappointed for a second but not a third consecutive term. The President shall have the discretion to terminate appointments.

### **Section 3. Panels**

The Board of Directors, upon recommendation of the Executive Committee, shall establish panels, with members appointed by the President, to serve as peer review and editorial boards for the Association. The Executive Committee shall recommend the name and size of each such panel.

### **Section 4. Ad Hoc Committees and Task Forces**

There shall be such other committees and task forces appointed by the President as the Board of Directors shall from time to time deem necessary to carry on the work of the Association. The President shall designate the Chairs of all ad hoc committees and task forces. The life of an ad hoc committee or task force shall be limited to two years, unless the Board of Directors shall otherwise provide.

### **Section 5. Representatives to Allied Organizations**

There shall be representatives appointed by the President to facilitate communication between the Association and allied organizations. Representatives shall serve terms as required by the sponsoring organization or as prescribed by the Executive Committee.

## Section 6. Publication of Rosters

A list of all the Association's committees, panels, and task forces, together with their members, chairs, Board of Directors' liaison representatives, and charges, as well as a list of representatives to allied organizations, shall be published annually.

## Section 7. Association Business

The work of all committees, panels, task forces, and representatives shall be under the charge of the Board of Directors, and none shall commit the Association to a policy or action without prior approval of the Board of Directors or the President on behalf of the Board.

## Section 8. Meetings

With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all committee, ad hoc committee, task force, and panel meetings ~~held at the annual meeting~~ shall be open to any member of the Association. Nonvoting members of the body may be excluded from an executive session. Headquarters shall provide notification of all committee, ad hoc committee, and task force meetings ~~scheduled for the annual meeting~~ to all Association members ~~at least nine weeks~~ in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

**RATIONALE:** Article VIII, Section 8 – Meetings of committees, task forces, and panels are not limited to the annual meeting. Removal of nine weeks to allow current operation of notification and creation of such meetings as needed.

# ARTICLE IX. PROFESSIONAL DEVELOPMENT AND RECOGNITION

The Association shall provide relevant opportunities for professional development and shall confer recognition for levels of achievement.

# ARTICLE X. ~~SECTIONS~~ CAUCUSES OF THE ASSOCIATION

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

## Section 1. Formation and Recognition ~~Sections~~ Caucuses

A. A group based on thematic interest shall be referred to as a ~~Section~~ Caucus. Only Association members may organize and function as ~~Sections~~ Caucuses.

B. New ~~Sections~~ Caucuses and changes in ~~Sections~~ Caucuses shall be recognized by the Association provided they meet the conditions and procedures set forth by the Board of

Directors. Recognition may be withdrawn by the Board of Directors when a **Section Caucus** does not conform to the policies established by the Board of Directors.

## **Section 2. **Section Caucus** Names**

Any appropriate name may be chosen for **Sections Caucuses**. The phrase “a **Section Caucus** of the Medical Library Association” shall follow the **Section Caucus** name when this fact is not clearly evident in the name chosen. Name changes shall be recognized by the Association provided they meet the policies established by the Board of Directors.

## **Section 3. **Section Caucus** Memberships**

**Section Caucus** members are required to be members of the Association and are eligible to belong to more than one **Section Caucus**.

## **Section 4. Committees**

**Sections Caucuses** shall form their own committees as needed. These committees shall maintain close liaison with Association committees and conform to Association standards and policies.

## **Section 5. Officers and Committee Chairs**

Officers of **Sections Caucuses** and Chairs of **Section Caucus** Standing Committees are required to be Voting Members of the Association.

## **Section 6. Dues**

~~**Sections Caucuses** may establish such dues as they deem necessary to carry out their activities, according to policies established by the Board of Directors.~~

**RATIONALE:** No longer relevant per the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*. Board has set a policy that Caucus dues are zero and this reflects that change.

## **Section 6.7. Meetings**

**Section Caucus** meetings shall be held at any time and place convenient for members. No **Section Caucus** meetings shall be held at the same time that General Sessions or Business Sessions of the Association’s Annual **Business** Meetings are conducted. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all **Section Caucus** meetings shall be open to any member of the Association. The **Section Caucus** shall provide notification of its meetings to all Association members ~~at least nine weeks~~ in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

**RATIONALE:** Notification can be made on the website or other rapid technology and no longer needs to be mailed to the members.

## **Section 78. Association Business**

**Sections** **Caucuses** shall not take direct action with respect to Association business or in the name of the Association, but may make recommendations to the **Section** **Community** Council regarding Association policies or actions. Only Voting Members of the Association shall be qualified to move or to vote on such recommendations.

**RATIONALE:** Changing Section Council to Community Council aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

## **Section 89. Reports**

Annual Reports shall be submitted to Headquarters by each **Section** **Caucus**; these shall be incorporated into the Annual Report of the Medical Library Association.

# **ARTICLE XI. CHAPTERS OF THE ASSOCIATION**

## **Section 1. Formation and Recognition of Chapters**

**A.** A group based on geographical area shall be referred to as a Chapter. Both members and nonmembers of the Association may organize and function as Chapters of the Association.

**B.** New Chapters and changes in Chapters shall be recognized by the Association provided they meet the conditions and procedures set forth by the Board of Directors. Recognition may be withdrawn by the Board of Directors when a Chapter does not conform to the policies established by the Board of Directors.

## **Section 2. Chapter Names**

Any appropriate name may be chosen for Chapters. The phrase a “Chapter of the Medical Library Association” shall follow the Chapter when this fact is not clearly evident in the name chosen. Name changes shall be recognized by the Association provided they meet the policies established by the Board of Directors.

## **Section 3. Chapter Areas**

Geographical areas of Chapters shall be mutually exclusive. A member shall be eligible to belong to more than one Chapter.



#### **Section 4. Committees**

Chapters shall form their own committees as needed. These committees shall maintain close liaison with Association committees and conform to Association standards and policies.

#### **Section 5. Officers and ~~Committee Chairs~~ Appointees**

~~Officers of Chapters and Chairs of Chapter Standing Committees~~ The Chapter President/Chair, Chapter President-Elect/Chair-Elect, Chapter Council Representative, Chapter Council Alternate Representative, and nominees to the MLA Nominating Committee are required to be Voting Members of the Association. Chapter members serving as appointees from the chapter to MLA Committees will follow the requirements for serving on said Committees.

**RATIONALE:** Article XI, Section 5 – Promotes more flexibility and inclusiveness in chapters by only requiring MLA membership of chapter officers and appointees conducting MLA business.

#### **Section 6. Dues**

Chapters may establish such dues as they deem necessary to carry out their activities, provided that such dues shall not exceed Association membership dues.

#### **Section 7. Meetings**

Chapter meetings shall be held at any time and at any place convenient for members.

#### **Section 8. Association Business**

Chapters shall not take direct action with respect to Association business or in the name of the Association, but may make recommendations to the Chapter Council regarding Association policies or actions. Only Voting Members of the Association shall be qualified to move or to vote on such recommendations.

#### **Section 9. Reports**

Annual Reports shall be submitted to Headquarters by each Chapter; these shall be incorporated into the Annual Report of the Medical Library Association.

### **ARTICLE XII. THE ~~SECTION~~ COMMUNITY COUNCIL**

**RATIONALE:** Changing Section Council to Community Council aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

#### **Section 1. Definition**

A. There shall be a ~~Section~~ Community Council. It shall serve in an advisory capacity to the Board of Directors, shall promote interchange among ~~Sections~~ Caucuses, and shall receive

recommendations from individual Sections Caucuses.

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

**B.** The Section Community Council shall have a Chair elected as stipulated in Section 2. of this Article. The term shall be for three years and shall be staggered with the term of the Chapter Council Chair. The Section Community Council Chair may not serve consecutive terms. The Section Community Council Chair shall serve also as an ex-officio member of the Board of Directors.

**C.** The Section Community Council shall meet at least once each year in conjunction with the Annual Meeting. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Section Community Council shall be open to any member of the Association. Nonvoting Members of the Section Community Council may be excluded from an executive session. The Council shall provide notification of its meetings to all Association members at least nine weeks in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

**RATIONALE:** Aligns with current practice to hold online Community and Chapter Council meetings and not to schedule these during the Annual Conference.

**RATIONALE:** Notification can be made on the website or other rapid technology and no longer needs to be mailed to the members.

**D.** Unless otherwise stated, all terms of office as stipulated in this Article shall end and begin at the close of the Annual Business Meeting.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

## **Section 2. The Section Community Council**

**A.** The Section Community Council shall be composed of the Section Caucus Immediate Past Chairs and Section Caucus Chairs from each Section Caucus. The Section Caucus Immediate Past Chairs shall be the Voting Members of the Council. Members of Section Community Council shall serve two-year terms, the first year in their roles as Section Caucus Chairs and the second year in their roles as Section Caucus Immediate Past Chairs.

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

B. When the ~~Section~~ Caucus Immediate Past Chair is unable to attend the ~~Section~~ Community Council meeting, the ~~Section~~ Caucus Chair may vote. When neither the ~~Section~~ Caucus Immediate Past Chair nor the ~~Section~~ Caucus Chair is able to attend the ~~Section~~ Community Council meeting, a ~~Section~~ Caucus may appoint another ~~Section~~ Caucus officer as the proxy who will represent the ~~Section's~~ Caucus's interests during discussions, make areas, debate, and vote on Council issues on behalf of the ~~Section~~ Caucus. Appointment of a proxy must follow the guidelines adopted by the Board of Directors.

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

C. In the case of a vacancy in both the office of ~~Section~~ Caucus Immediate Past Chair and of ~~Section~~ Caucus Chair, a ~~Section~~ Caucus shall appoint a replacement to serve until the next scheduled election. Appointment shall follow the guidelines adopted by the Board of Directors.

**RATIONALE:** Changing Sections and Interest Groups to Caucuses aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

D. By December 15 in the year prior to the expiration of the term of the existing Council Chair, the Voting Members of the ~~Section~~ Community Council shall elect from among themselves a new Chair of the Council. The person elected shall serve a three-year term as Chair shall begin at the close of the Annual Business Meeting. In the event of the Chair's inability to serve or removal from office, the vacancy shall be filled according to procedures established by the Board of Directors.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### Section 3. Reports

The Chair of ~~Section~~ Community Council shall submit an Annual Report to the Board of Directors prior to the Annual Business Meeting of the Association. The Chair shall report relevant action by the Board of Directors to the ~~Section~~ Community Council as soon as possible after Board meetings.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

## ARTICLE XIII. THE CHAPTER COUNCIL

### Section 1. Definition

**A.** There shall be a Chapter Council. It shall serve in an advisory capacity to the Board of Directors, shall promote interchange among Chapters, and shall receive recommendations from individual Chapters.

**B.** The Chapter Council shall have a Chair elected as stipulated in Section 2. of this Article. The term shall be for three years and shall be staggered with the term of the **Section Community** Council Chair. The Chapter Council Chair may not serve consecutive terms. The Chapter Council Chair shall serve also as an ex-officio member of the Board of Directors.

**RATIONALE:** Changing Section Council to Community Council aligns with the 2017 Bylaws revision and *Policies Governing Caucuses, Domain Hubs and Community Council*.

**C.** The Chapter Council shall meet at least once each year ~~in conjunction with the Annual Meeting~~. With the exception of executive sessions, which may be held to discuss matters affecting personnel or other matters requiring discretion, all meetings of the Chapter Council shall be open to any member of the Association. Nonvoting Members of the Chapter Council may be excluded from an executive session. The Council shall provide notification of its meetings to all Association members ~~at least nine weeks~~ in advance. Notice of every meeting shall state the place, day, and hour of such meeting.

**RATIONALE:** Aligns with current practice to hold online Community and Chapter Council meetings and not to schedule these during the Annual Conference.

**RATIONALE:** Notification can be made on the website or other rapid technology and no longer needs to be mailed to the members.

### Section 2. The Chapter Council

**A.** The Chapter Council shall be composed of one Representative from each Chapter who shall be a Voting Member selected in accordance with the Bylaws of that Chapter; these Representatives shall be the Voting Members of the Council. Participation in the selection of Representatives shall be limited to Voting Members of the Association. Representatives to the Chapter Council shall be elected for staggered terms of three years, except that election for a

shorter term shall prevail when it is necessary to maintain a one-third annual rotation of Council membership.

**B.** An Alternate Chapter Representative (hereinafter “Alternate”) shall be selected in the same manner, at the same time, and for the same term as the Representative. Alternates shall serve as Nonvoting Members of the Council, except that when a Representative is not present at a Council meeting, the Alternate shall temporarily assume the office of Representative, including the right to vote. An Alternate shall replace a Representative should the latter become Chapter Council Chair, resign, or otherwise become unable to serve, and shall serve the remaining term of that Representative; a new Alternate from the affected Chapter shall be selected by that Chapter when this occurs, and shall serve the remaining term of the Alternate who is being replaced.

**C.** By December 15 in the year prior to the expiration of the term of the existing Council Chair, the Voting Members of the Chapter Council shall elect from among themselves a new Chair of the Council. The person elected shall serve a three-year term as Chair shall begin at the close of the Annual **Business** Meeting. In the event of the Chair’s inability to serve or removal from office, the vacancy shall be filled according to procedures established by the Board of Directors.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

### **Section 3. Reports**

The Chairs of Chapter Councils shall submit an Annual Reports to the Board of Directors prior to the Annual **Business** Meeting of the Association. The Chairs shall report relevant action by the Board of Directors to the Councils as soon as possible after Board meetings.

**RATIONALE:** The Annual Conference and Annual Business Meeting are no longer held at the same time. Changing Annual Meeting to Annual Business Meeting complies with current practice.

## **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules contained in the current 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.

## **ARTICLE XV. AMENDMENT OF THE BYLAWS**

## Section 1. Notification

~~A. The Bylaws may be amended or rescinded by two-thirds of those voting by ballot on any properly proposed and considered amendment as specified in this Article.~~

~~B.~~ Notice of proposed amendments recommended by the Board of Directors (or petitioned by a minimum of one hundred fifty (150) voting members at least sixteen weeks before the start of the next Annual **Business** Meeting) shall be sent to each Voting Member at least nine weeks before the date of the meeting. The notice shall indicate the time and place of the next Annual **Business** Meeting where the proposed amendments will be considered.

**RATIONALE:** Article XV, Section 1A – Eliminated because stated in Section 3.  
Article XV. Section 1B - eliminated B, so is now simply Section 1.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

## Section 2. Consideration at Annual **Business** Meeting

Opportunity shall be given at the Annual **Business** Meeting for debating and amending any properly proposed amendments to any part of the Bylaws.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

## Section 3. Ballot

A ballot containing all proposed amendments, along with a transcription or summary of the Annual **Business** Meeting discussion on the amendments shall be distributed to each Voting Member. The time of the beginning and closing of the ballot and of the reporting of results shall be fixed by the Board of Directors. To amend or rescind any portion of the Bylaws, twenty-five (25) percent of the total ballots distributed must be returned properly filled in and on time, and ~~two-thirds~~ **a majority** of these ballots must be affirmative.

**RATIONALE:** Editorial cleanup to reflect current practices of the association. The word Business – Clear identification of type of annual meeting. The actual business meeting as opposed to the annual conference.

**RATIONALE:** Article XV, Section 3 – Changed to how operations work – being a majority and not two-thirds in affirmative. The two-thirds requirement applied to in-person meetings. Now that all members can vote electronically a simple majority is sufficient according to Robert's Rules of Order.

**Section 4. Effective Date**

The Bylaws and any future amendments thereto shall become effective on January 1 of the year following their acceptance by ballot.