Model Bylaws for Chapters of the Medical Library Association

**A CHAPTER OF THE MEDICAL LIBRARY ASSOCIATION, INC. BYLAWS**

**ARTICLE I. Name and Boundaries**

**Section 1. Name**

The name of this organization shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a Chapter of the Medical Library Association, Inc. ["Any appropriate name may be chosen for Chapters. The phrase 'a Chapter of the Medical Library Association' shall follow the Chapter name when this fact is not clearly evident in the name chosen." *MLA Bylaws, Art. XI, Sec. 2*]

**Section 2. Boundaries**

The boundaries of this Chapter shall be (or include) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. ["Geographical areas of Chapters shall be mutually exclusive." *MLA Bylaws, Art. XI, Sec. 3*]

**ARTICLE II. Purpose**

The purpose of this Chapter shall be to \_\_\_\_\_\_\_\_\_\_\_; to \_\_\_\_\_\_\_\_\_\_\_\_\_; and to \_\_\_\_\_\_\_\_\_\_\_\_. ["The stated purpose of the Chapter is consistent with and related to purposes stated in the Association's Certificate of Incorporation and Bylaws and its activities are consistent with these purposes." *MLA Bylaws, Art. II. Objectives*]

**ARTICLE III. Membership**

**Section 1. Members**

Both members and nonmembers of the Medical Library Association (MLA) may belong to this Chapter. ["Both members and nonmembers of the Association may organize and function as Chapters of the Association." *MLA Bylaws, Art. XI, Sec. 1A*]

**Section 2. Rights and Benefits**

Voting members of this Chapter shall consist of all members, except that only Voting Members of the Medical Library Association shall be qualified to move or to vote on recommendations to the Chapter Council regarding MLA policies or actions, to vote on the selection of a candidate for the MLA Nominating Committee, or to vote on the selection of the Chapter's Representative and Alternate Representative to the Chapter Council. ["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." *MLA Bylaws, Art. XI, Sec. 5*. "Participation in the selection of Representatives shall be limited to Voting Members of the Association." *MLA Bylaws, Art. XIII, Sec. 2A*]

**Section 3. Dues**

1. Dues shall be determined by a majority vote of those present and eligible to vote at \_\_\_\_\_\_\_\_\_\_\_ Meeting of the Chapter. Dues shall be assessed on an annual basis for the period of one calendar (or fiscal) year. Chapter dues shall not exceed MLA membership dues for Regular Members. ["Chapters may establish such dues as they deem necessary to carry out their activities, provided that such dues shall not exceed Association membership dues. " *MLA Bylaws, Art. XI, Sec.*
2. Chapter dues shall be payable on joining the Chapter and thereafter (on receipt of an invoice from the Chapter) on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. [The intent of the portion in parentheses is to allow variation in method, timing, etc.]
3. The fiscal year of this Chapter shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. [It is preferable for the Chapter fiscal year to correspond to the Association fiscal year, i. e., the calendar year.]
4. If dues are unpaid by \_\_\_\_\_\_\_\_\_\_\_, the dues shall be considered in arrears and without further notice the member shall be suspended from all rights and privileges.

**ARTICLE IV. Officers**

**Section 1. Officers and Term of Office**

1. Elective officers of the Chapter shall be a Chair, a Chair-Elect, a Secretary-Treasurer [these may be separate], a Representative to the Chapter Council, and an Alternate Representative to the Chapter Council. [An Immediate Past-Chair may be included as an officer if desired.]
2. The term of office of the Chair shall be \_\_\_ year(s) as Chair-Elect and \_\_\_ year(s) as Chair. No one may serve more than \_\_\_ successive terms as Chair-Elect/Chair. [Provide for the Immediate Past-Chair if the position was included above.]
3. The term of office of the Secretary-Treasurer [if separate offices, provide for each in separate subsections] shall be \_\_\_ year(s). An individual may not serve more than \_\_\_ successive terms as Secretary-Treasurer.
4. The term of office of the Representative to the Chapter Council shall be three years, except that if the Representative's term be made shorter by action of the Council or the Bylaws of the Medical Library Association, the term will coincide with that action. [*MLA Bylaws, Art. XIII, Sec. 2A*]
5. The term of office of the Alternate Representative to the Chapter Council shall be the same as that of the Representative. [*MLA Bylaws, Art. XIII, Sec. 2B*].
6. Elected officers, except Representative to the Chapter Council and Alternate Representative to the Chapter Council, shall take office at the close of the Chapter Annual Meeting, or at a specific date as specified by the chapter and serve, unless they resign, die, become incapacitated, or are removed, until the close of the Chapter Annual Meeting at the end of their terms of office or until their successors are elected and assume their duties. [*MLA Bylaws, Art. IV, Sec. 1B*]. The Representative to the Chapter Council and the Alternate Representative to the Chapter Council shall take office at the close of the MLA Annual Meeting, or as stipulated by the Chapter.
7. Chapter President/Chair, Chapter President-Elect/Chair-Elect and Chapter Liaisons shall be Voting Members of the Medical Library Association. [*MLA Bylaws, Art. XI, Sec. 5]*

**Section 2. Duties**

1. The duties of the Chair shall be to preside over all meetings and to represent the Chapter at all times and on all occasions not in conflict with any other officer's defined duties and responsibilities, to \_\_\_\_\_\_\_\_\_, to \_\_\_\_\_\_\_\_\_\_, to submit an Annual Report to MLA Headquarters by the date requested ["Annual Reports shall be submitted to Headquarters by each Chapter; these shall be incorporated into the Annual Report of the Medical Library Association." *MLA Bylaws, Art. XI. Sec. 9*], and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter. A Parliamentarian may be appointed by the Chair to serve a term concurrent with that of the Chair. This person may be reappointed to serve additional terms. [This is meant to be permissive, not a requirement, and the term should be up to the organization. It is suggested that the Parliamentarian serve as an *ex-officio* member of the Bylaws Committee should one be established.]
2. The duties of the Chair-Elect shall be to serve as Chair whenever the Chair is not able to do so, to \_\_\_\_\_\_\_\_\_\_, to \_\_\_\_\_\_\_\_\_\_, to \_\_\_\_\_\_\_\_\_\_, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter. [Provide for duties of the Immediate Past-Chair in a separate subsection if this position was included in Section 1.]
3. The duties of the Secretary-Treasurer [if separate offices, provide for each in separate subsections] shall be to be responsible for incoming and outgoing correspondence, to prepare minutes of all meetings, to receive and account for all monies due to the organization, to \_\_\_\_\_\_\_\_\_\_, to \_\_\_\_\_\_\_\_\_\_, to \_\_\_\_\_\_\_\_\_\_, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.
4. The duties of the Representative to the Chapter Council shall be to represent the Chapter on the MLA Chapter Council by attending the meetings of the Council, to transmit to the Council recommendations that have been approved by the Chapter, to communicate Council business to the officers and membership of the Chapter, to \_\_\_\_\_\_\_\_\_\_, and to \_\_\_\_\_\_\_\_\_\_.
5. The duties of the Alternate Representative to the Chapter Council shall be to attend the meetings of the Chapter Council, to serve as Representative whenever the Representative is unable to do so, to assume the office of Representative and serve out the unexpired term should the Representative become unable to complete the term of office, to \_\_\_\_\_\_\_\_\_\_, and to \_\_\_\_\_\_\_\_\_\_.

**Section 3. Nominations and Elections**

1. The Nominating Committee shall prepare annually a slate of (at least one, but more are preferred) nominee(s) for Chair-Elect and for each elective officer whose term expires. [Provisions may also be made for other forms of nomination, such as by petition, or if elections are held at the organization's annual meeting, from the floor.]
2. Ballots shall be distributed to the voting membership by the \_\_\_\_\_\_\_\_\_\_ [the body or office that will conduct the election, e.g., the Nominating Committee, the Secretary, etc.] at least four (4) weeks prior to the Chapter's Annual Meeting and shall be received by the \_\_\_\_\_\_\_\_\_\_ [ same body or office as above] by the date previously announced for counting ballots. Candidates shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect. [If election at the Annual Meeting is preferred, a paragraph may be substituted here to cover this procedure. It should, at a minimum, cover the method of voting and determination of voting result. Election should be by secret ballot if a dual slate is nominated. For guidance in drafting this language, refer to the current edition of *Robert's Rules of Order*.

**Section 4. Vacancies**

1. A vacancy arising in the office of Chair shall be filled by the Chair-Elect, who shall cease to be Chair-Elect, shall serve out the unexpired term of the Chair, and shall continue as Chair for the full succeeding term to which they were elected.
2. A vacancy arising in the office of Representative to the Chapter Council shall be filled by the Alternate Representative, who shall cease to be Alternate Representative, and shall serve out the unexpired term of the Representative. ["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." *MLA Bylaws, Art. XII, Sec. 2B*]
3. A vacancy arising in any other elected office shall be filled by the Executive Board.

**Section 5. Candidate for the MLA Nominating Committee Membership**

1. The name of one Voting Member of the Medical Library Association, chosen [specify method of selection [*MLA Bylaws, Art.XIII, Sec.2B*] e.g., by Nominating Committee, by Executive Board, etc.], shall be submitted each year to the Chapter Council as a potential candidate for membership on the MLA Nominating Committee by the date previously announced by the Council. The potential candidate shall prepare a biographical statement and a signed statement of willingness-to-serve if elected as a member of the MLA Nominating Committee. This statement shall accompany the name submitted. [*MLA Bylaws, Art. V, Sec. 2&3*]
2. No one shall serve on the MLA Nominating Committee as a voting member for more than one term during a period of five years. [*MLA Bylaws, Art. V, Sec. 1C*]

**ARTICLE V. Meetings**

**Section 1. Meetings**

At least one meeting shall be held in each fiscal year. Additional meetings may be held. One meeting of the Chapter shall be called the "Annual Meeting." All meetings shall be held at a time and place convenient for members. Notice of all meetings shall be disseminated to the membership at least four (4) weeks in advance of the meeting date.

**Section 2. Quorum**

\_\_\_\_\_\_\_\_\_\_ shall constitute a quorum of this Chapter. [An absolute number is preferred. "In an ordinary society ... a provision of the bylaws should specify the number of members that shall constitute a quorum, which should approximate the largest number that can be depended on to attend any meeting, except in very bad weather or other extremely unfavorable conditions." [Refer to the current edition of *Robert's Rules of Order*.]

**ARTICLE VI. Executive Board (or Board of Directors)**

**Section 1. Executive Board (or Board of Directors)**

The elected officers of this Chapter shall constitute the Executive Board (or Board of Directors)

**Section 2. Duties**

The Executive Board (or Board of Directors) shall have general supervision of the affairs of this Chapter between its Business Meetings, fix the time and place of meetings, make recommendations to the membership, and shall perform such other duties as are specified in these bylaws and by the parliamentary authority adopted by the organization.

**ARTICLE VII. Committees**

**Section 1. Standing Committees**

1. The Executive Board (or Board of Directors) shall establish standing committees to consider matters of the Chapter that require continuity of attention by the members. The Executive Board (or Board of Directors) shall recommend the name and size of each committee.
2. The Chair, in consultation with the Executive Board (or Board of Directors), shall designate and announce committee members and chairs in advance of the beginning of their term of office and when these appointments shall take effect. Unless otherwise approved by the Executive Board (or Board of Directors), members of standing committees shall be appointed for terms of \_\_\_ years, and may be reappointed for a second term. The Chair shall have the discretion to terminate appointments. Neither the Chair nor the Chair-Elect shall serve on or appoint members to the Nominating Committee. [Refer to the current edition of *Robert's Rules of Order*.]

**Section 2. Special Committees**

The Chapter Chair may appoint such other special committees as are necessary with the advice and consent of the Executive Board (or Board of Directors).

**Section 3. Committee Reports**

Each committee shall submit an annual report of its activities to the Chapter Chair prior to the compilation of the Annual Chapter Report for submission to MLA Headquarters.

**ARTICLE VIII. Dissolution**

In the event of dissolution of this Chapter, all liabilities and obligations shall be paid, or adequate provision made for payment. Any assets not so disposed shall be disposed of by consensus of the Executive Board (or Board of Directors) of the Chapter to one or more organizations that at the time qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States internal revenue law). No funds shall benefit any individual member of the Chapter. If no consensus is met, remaining assets shall be distributed to the Medical Library Association, Inc. within six months as long as the Medical Library Association, Inc. shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code. The Chapter charters shall be returned to MLA Headquarters.

**ARTICLE IX. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order* Newly Revised shall govern this Chapter 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 Chapter may adopt. [Refer to the current edition of *Robert's Rules of Order*.]

**ARTICLE X. Amendment of Bylaws**

These bylaws may be amended by a two-thirds vote, provided that the amendment has been submitted in writing to the membership at least thirty (30) days prior to the vote being taken. [Refer to the current edition of *Robert's Rules of Order*.]

(Revised March 2024)