

MARYLAND LIBRARY ASSOCIATION, Inc.
BYLAWS

ARTICLE I NAME

The name of this organization shall be the Maryland Library Association, Inc.

ARTICLE II PURPOSE

The purpose of the Maryland Library Association is to build and promote a strong, engaged, knowledgeable, diverse, and inclusive library community to advance the transformational impact of Maryland's library staff and libraries.

ARTICLE III MEMBERSHIP

Section 1. MEMBERS. Any person, library, or other institution or organization interested in the purpose of the Association may become a member upon payment of the prescribed dues.

Section 2. RIGHTS AND TYPES OF MEMBERSHIP.

- a. A person joining the Association as an individual shall be entitled to vote at all annual and special elections, at Association annual business meetings and Association special meetings, to hold office and to seek appointments on Association committees, advisory panels, and interest groups, and to hold office and seek appointments within divisions with which the member is affiliated.
- b. Individual members may affiliate with one or more unit of the Association.
- c. Institutional members' benefits are determined by the Executive Board and ratified by the membership at the annual business meeting.

Section 3. HONORARY MEMBERS.

- a. Honorary membership may be conferred on any living person whose contribution to librarianship or a closely related field is of lasting importance to library development in the State. It should reflect honor upon the Maryland Library Association as well as upon the individual.

- b. The Executive Board will elect honorary members upon the written recommendation of a member of the Executive Board or the Awards Committee. A nomination may be approved at any Executive Board meeting.
- c. Only living persons will be considered for honorary membership.
- d. Honorary members shall pay no dues and shall have all the rights of individual members.

Section 4. DUES.

- a. Dues shall be determined by the Executive Board, subject to ratification by a two-thirds ($\frac{2}{3}$) majority vote of members participating in the vote; provided notice of those proposed changes shall be given to all voting members at least thirty (30) days prior to the voting deadline. The Executive Board shall have authority to determine the mechanics of voting.
- b. A membership year and anniversary date commences whenever a member pays the prescribed dues to join the Association. Dues are payable annually by the anniversary date.
- c. A member whose dues continue to remain unpaid for one (1) month after the anniversary date and who has been notified of the delinquency shall be automatically dropped from the membership of the Association and its units.
- d. Caucuses may require dues in addition to Maryland Library Association membership and membership to their caucus. These additional dues shall be outlined in the caucus bylaws, and shall be paid by the member to the caucus.

ARTICLE IV TYPES OF UNITS OF THE ASSOCIATION

Section 1. DIVISIONS. A division is a unit within the Association that represents a broad-based area of concern and long-term interest in librarianship. Divisions are required to create their own bylaws, in which they outline elected governance of their division. Divisions must also communicate with their membership at least twice per year, conduct at least one (1) membership activity or professional development program in addition to the Annual Conference program, and comply with written procedures of the Association as outlined in the Manual of the Association.

- a. **ESTABLISHMENT.** Upon the receipt of a written petition of ten percent (10%) of current Association membership, a majority vote of the Executive Board will authorize the development of a division. After a full fiscal year, the Executive Board by majority vote will grant final approval of the division if the following criteria have been met:

- i. Nomination of at least one candidate for each divisional elected office.
 - ii. Communication with its membership at least twice a year.
 - iii. Conduction of at least one (1) membership activity or professional development program in addition to the Annual Conference program.
 - iv. Compliance with written procedures of the Association as outlined in the Manual of the Association.
 - v. Approval of bylaws by the Executive Board of the Association.
- b. **GOVERNANCE.** The officers of the division shall be determined by the division bylaws and elected in the annual election for the Association. Division Presidents shall serve on the Association Executive Board as a voting member.
- c. **DISCONTINUANCE.** Any Division failing to comply with the criteria established will be placed on probation by majority vote of the Executive Board. An action plan approved by the Executive Board to establish viability of the Division shall be developed. If after a probationary period the criteria for establishment are not met, the division will be dissolved by a majority vote of the Executive Board.

Section 2. INTEREST GROUPS. An interest group is a unit in the Association that provides a timely and flexible response to a common current interest that crosses divisional lines. Interest groups are required to sponsor one (1) program for the Annual Conference of the Association, but are not required to prepare additional programs throughout the year.

- a. **ESTABLISHMENT.** An interest group may be initiated by the President or upon written petition to the Executive Board by ten (10) Association members and shall become official upon the majority vote of the Executive Board.
- b. **GOVERNANCE.** Interest groups shall choose a chair and an option co-chair to handle the logistics of the group. Neither bylaws nor election of officers through the annual Association election process are required. The chair of each interest group shall be a member of the Advisory Council to the Executive Board.
- c. **DISCONTINUANCE.** Interest groups are designed to continue only as long as the current need exists or the common cross-divisional interest is maintained. An interest group shall be discontinued by majority vote of the Executive Board of the Association.

Section 3. CAUCUSES. A caucus is a unit in the Association that is also an affiliate with another outside organization. Caucuses focus on a specific area of interest or experience and provide a holistic approach to professional development, programming, networking, and social opportunities connected to that area of interest or experience.

- a. **ESTABLISHMENT.** Caucuses shall be established by means of a majority vote by the Executive Board of the Association and with approval of the affiliate organization. Within one (1) fiscal year of the Executive Board's vote, a caucus must reach the following criteria:
 - i. Nomination of at least one candidate for each caucus elected office in accordance with the election procedures laid out by the caucus bylaws.
 - ii. Communication with its membership at least twice a year.
 - iii. Conduction of at least one (1) membership activity or professional development program in addition to the Annual Conference program.
 - iv. Compliance with written procedures of the Association as outlined in the Manual of the Association.
 - v. Approval of caucus bylaws by the Executive Board of the Association.
- b. **GOVERNANCE.** A caucus shall be governed by a steering committee consisting of a president, vice president, and secretary. The steering committee may also include a treasurer. Caucuses may also include sub-committees focusing on more specific needs and areas of interest within the caucus. A caucus may choose to establish an executive committee, consisting of steering committee members and chairs of each sub-committee. Caucuses may choose to collect a separate membership due from the Association membership dues. The amount collected and use of those dues shall be outlined in the caucus bylaws. Caucus membership, not the Association membership, shall vote for the officers of the steering committee. The process for annual elections of caucus steering committee members and sub-committee chairs shall be outlined in the caucus bylaws.
- c. **DISCONTINUANCE.** Any caucus failing to comply with the criteria established will be placed on probation by majority vote of the Executive Board after consultation with the outside affiliate group. An action plan approved by the Executive Board in consultation with the outside affiliate group to establish viability of the caucus shall be developed. If after a probationary period the criteria for establishment are not met, the caucus will be dissolved by a majority vote of the Executive Board.

Section 4. ADVISORY PANELS. Advisory Panels, led by the Advisory Panel Officer, shall be responsible for developing and recommending policy and for monitoring issues within specific areas of jurisdiction corresponding with the major goal areas of the Association. Recommendations for the creation of an Advisory Panel could come from the membership or any member of the Executive Board or Steering Committee, then brought to the Executive Board for discussion.

- a. **ESTABLISHMENT.** Upon majority vote by the Executive Board, an Advisory Panel will be recommended based on the needs of the Association. Establishment of a new Advisory Panel is only complete when the bylaws have been revised to include the existence of the new Advisory Panel Officer position. Revisions of the bylaws, including an addition of an Advisory Panel Officers, must be approved by a vote of the membership of the Association at the annual membership meeting. Upon recommendation of the new Advisory Panel, the Advisory Panel Officer shall be appointed by the President and approved by the Executive Board of the Association. After appointment by the Executive Board, the new Advisory Panel Chair shall appoint members of the Advisory Panel.

- b. **GOVERNANCE.** Within the respective areas of responsibility as described in the Manual of the Association, each appointed officer with the assistance of his or her advisory panel, is responsible for carrying out the business of the panel and developing and recommending policy to the Executive Board. Each appointed officer shall chair an advisory panel as defined in the Manual of the Association. Advisory panel members shall be appointed by the respective officer in consultation with the President. Advisory Panel chairs shall serve on the Association Executive Board as a voting member.

- c. **DISCONTINUANCE.** Advisory panels may be discontinued when the work they were appointed to do has been completed or is no longer relevant. An advisory panel shall be discontinued by majority vote of the Executive Board of the Association. The bylaws must be revised to remove the advisory panel, which requires a vote by the membership of the Association.

Section 5. STANDING COMMITTEES. Standing committees are constituted to perform a continuing function designed to carry out the business of the Association and to implement specific charges by the Executive Board of the Association.

- a. **ESTABLISHMENT.** Standing committees shall be created by a majority vote of the Executive Board of the Association.

- b. **GOVERNANCE.** The chairs of the standing committees shall serve on the Advisory Council to the Executive Board. The Vice President/President-Elect shall appoint, with approval of the Executive Committee, the chairs of standing committees. Committee members shall be appointed by the respective committee chair in consultation with the President which shall be for one (1) fiscal year.

- c. **DISCONTINUANCE.** Standing Committees may be discontinued when the work they were appointed to do has been completed or is no longer relevant. A standing

committee shall be discontinued by majority vote of the Executive Board of the Association.

Section 6. AD HOC COMMITTEE. Ad hoc committees are created to complete a specific task or assignment needed by the Association over a specific time frame.

- a. **ESTABLISHMENT.** Ad hoc committees shall be created by a majority vote of the Executive Board of the Association. The Executive Board shall specify a time during which the committee shall be constituted.
- b. **GOVERNANCE.** The chairs of ad hoc committees shall serve on the Advisory Council to the Executive Board. The Vice President/President-Elect shall appoint, with approval of the Executive Committee, the chairs of ad hoc committees. Committee members shall be appointed by the respective committee chair in consultation with the President which shall be for one (1) fiscal year, or for the duration of the committee. Ad Hoc Committee members shall attend Executive Board meetings when deemed necessary to update the Executive Board on the work being completed by the Ad Hoc Committee.
- c. **DISCONTINUANCE.** Ad Hoc committees shall be dissolved at the end of the time period specified when created or when the work they were appointed to do has been completed.

ARTICLE V EXECUTIVE DIRECTOR

Section 1. HIRING AND APPOINTMENT PROCESS. The Steering Committee shall appoint members to a Selection Committee for the Executive Director. The Selection Committee shall determine the means and process of recruiting and interviewing candidates for the position. Upon selection of a candidate, the Executive Director shall be appointed upon the recommendation and approval of the Executive Board.

Section 2. DUTIES. The Executive Director of the Maryland Library Association is responsible for the execution of the Association's strategic initiatives, membership relations and development, organizational administration, planning and program initiatives, and external relations. They serve as an ex officio, non-voting member of the Executive Board and Steering Committee.

Section 3. GROUNDS FOR REMOVAL. The Executive Board may, upon affirmative majority vote, assign the Executive Director to administrative leave with pay and benefits, suspend without pay for cause, dismiss for cause, or dismiss without cause as outlined in the Director's employment contract. Removal requires the following steps:

- a. Any member of the association may alert a voting member of the executive board or advisory committee of the Executive Director's failure to meet the duties of office or failure to attend meetings.
- b. The executive board will conduct a review of the Executive Director's performance, which may include interviews of other members of the association, observations of the Executive Director's performance, or additional methods.
- c. Removal is accomplished by a two-thirds ($\frac{2}{3}$) majority vote of the Executive Board.

Section 4. VACANCY. In the event of a vacancy in the Executive Director position, the Steering Committee shall be responsible for selecting an Interim Executive Director, as well as a Selection Committee to begin the process of hiring a new Executive Director.

ARTICLE VI ELECTED OFFICERS

Section 1. ELECTED OFFICERS OF THE ASSOCIATION. The elected officers of the Association shall be the President, the Vice-President, the Past President, the Secretary, the Treasurer, and the ALA Chapter Councilor. The specific duties of each of the elected officers of the Association shall be outlined in detail within the Manual of the Association.

Section 2. ELECTED OFFICERS OF UNITS. The elected officers of units of the Association shall be the President, the Vice-President, and the Secretary. Units may decide to include additional officers for appointment or election which shall be outlined in the individual unit's bylaws. Units with elected officers include divisions and caucuses.

Section 3. TERMS OF OFFICE FOR ELECTED OFFICERS. The Vice-President shall be elected for a term of three (3) years, serving the first year after election as Vice-President, the second year as President, and the third year as Past President. The Secretary shall be elected for a term of two (2) years in even-numbered years. The Treasurer shall be elected for a term of two (2) years in odd-numbered years. The American Library Association Chapter Councilor shall be elected for terms as prescribed by the Bylaws of the American Library Association. Elected officers may serve two (2) consecutive terms and shall be eligible for reelection after one year out of office. Elected officers for divisions and caucuses shall serve a term of one (1) year. The elected officer term limits shall be set by the division or caucus and stated in their bylaws. The terms of office shall correspond to the fiscal year of the organization, which shall be 1 July through 30 June. Partial terms served due to replacing officers who have left mid-term will not count toward term limits.

Section 4. GROUNDS FOR REMOVAL FROM ELECTED OFFICE. Elected officers may be removed from office due to repeated failure to attend meetings and/or failure to meet the duties of the office. Removal requires the following steps:

- a. In the case of an Association-wide office, any member of the Association may alert a voting member of the Executive Board or advisory committee of the elected-officer-in-question's failure to meet the duties of the office or failure to attend meetings.
- b. The Executive Board or unit-elected officer notified will conduct a review of the elected-officer-in-question's performance, which may include interviews of other members of the Association, observations of the officer's performance, or additional methods.
- c. Removal is accomplished by a two-thirds ($\frac{2}{3}$) majority vote of the Executive Board for Association-wide offices.
- d. Removal procedures for elected officers of units shall be defined within that unit's bylaws.

ARTICLE VII APPOINTED OFFICERS

Section 1. APPOINTED OFFICERS. With the approval of a majority vote of the Executive Board, the Vice President/President-Elect shall appoint for the year in which they will serve as President: an Assistant Conference Director, a Legislative Officer, an Intellectual Freedom Officer, an Equity, Diversity, and Inclusion Officer, and a Professional Development Officer.

Section 2. TERMS OF OFFICE FOR APPOINTED OFFICERS. Appointed officers serve for a one-year term, with the exception of the Assistant Conference Director who is appointed for a term of two (2) years, serving the first year as the Assistant Conference Director and the second year as the Conference Director. Appointed officers may serve four (4) consecutive one (1) year terms and shall be eligible for reappointment after one (1) year out of office. The terms of office shall correspond to the fiscal year of the organization, which shall be 1 July through 30 June. Partial terms served due to replacing officers who have left mid-term will not count toward term limits.

Section 3. GROUNDS FOR REMOVAL FROM APPOINTED OFFICE. Appointed officers may be removed from office due to repeated failure to attend meetings and/or failure to meet the duties of the office. Removal requires the following steps:

- a. Any member of the Association may alert a voting member of the Executive Board or advisory committee of the appointed-officer-or-chair-in-question's failure to meet the duties of office or failure to attend meetings.
- b. The Executive Board or advisory committee notified will conduct a review of the appointed-officer-or-chair-in-question's performance, which may include interviews of other members of the Association, observations of the officer's or chair's performance, or additional methods.

- c. Removal is accomplished by a two-thirds ($\frac{2}{3}$) majority vote of the Executive Board for Association-wide offices.

Section 4. APPOINTED COMMITTEE CHAIRS. The President, subject to the approval of the Executive Board, shall appoint committee chairs to lead standing committees or ad hoc committees for the performance of specific duties as determined by the Executive Board. Such appointments shall terminate with the completion of assignments or at the end of the fiscal year. Those appointed as committee chairs shall attend Executive Board meetings when deemed necessary to update the Executive Board on the work being completed.

ARTICLE VIII EXECUTIVE BOARD/STEERING COMMITTEE

Section 1. EXECUTIVE BOARD MEMBERSHIP. The Executive Board shall consist of the President, Vice President, Past President, Secretary, Treasurer, ALA Chapter Councilor, the division presidents, the caucus presidents, the Conference Director, the Legislative Officer, the Intellectual Freedom Officer, the Equity, Diversity, and Inclusion Officer, and the Professional Development Officer. The Executive Director of the Association shall serve as an ex-officio non-voting member of the Executive Board.

Section 2. STEERING COMMITTEE MEMBERSHIP. The officers of the Association and the Conference Director shall constitute the Steering Committee of the Executive Board. The Executive Director of the Association shall serve as an ex-officio non-voting member of the Steering Committee of the Executive Board.

Section 3. DUTIES. The Executive Board shall constitute the managing board of the Association. As such, it shall have power and authority to carry out policies of the Association and have custody of all property of the Association. Between meetings of the Executive Board, the Steering Committee may act in lieu of the Executive Board when deemed necessary by the Executive Director or MLA President, although it may not modify any action taken by the Executive Board and its actions shall not be binding or constitute policy until approved by the Executive Board. In consultation with the Executive Director, the Steering Committee considers and prioritizes business for the Executive Board agenda and supports the Executive Director in carrying out Association responsibilities. Specific duties of the Executive Board and Steering Committee are outlined in the Manual of the Association.

Section 4. LIMITATION OF AUTHORITY. No action or resolution shall be binding or constitute an expression of the policy of the Association until it shall have been approved by the Executive Board. The President, the American Library Association Chapter Councilor, and the Legislative Officer may speak for the Association on pertinent issues when conditions preclude consultation with the Executive Board.

Section 5. VACANCIES. Any vacancy occurring on the Executive Board by reason of resignation, removal, or death shall be filled in the following manner:

- a. President: The Vice President/President-Elect shall automatically assume the duties of the President.
- b. The Vice President/President-Elect: The office will remain vacant if caused by the incumbent's elevation to the office of President and is within six (6) months of the start of the next term. If the vacancy occurs in the first 6 months of the term or if the vacancy occurs other than by succession to the presidency, a special election shall be held.
- c. Division or Caucus President: To be filled in accordance with the rules governing the division or caucus.
- d. Any other vacancy on the Executive Board shall be filled by appointment of the President with the approval by a majority vote of the Executive Board. Those appointees shall serve out the term of the individual elected or appointed to that office.

Section 6. QUORUM. A simple majority of over 50% of the members of the Executive Board shall constitute a quorum.

ARTICLE IX ADVISORY COUNCIL TO THE EXECUTIVE BOARD

Section 1. MEMBERSHIP. The Assistant Legislative Officer, the Assistant Conference Director, the chairs of the interest groups, standing committees, and ad hoc committees shall constitute an advisory council to the Executive Board. Upon appointment by the President and with Executive Board approval, representatives/liasons from the Association to other similar organizations may serve on the Advisory Council.

Section 2. RIGHTS AND PRIVILEGES. The members of the Advisory Council shall have the privilege of attending and participating in all meetings of the Executive Board except executive sessions, but shall not have the right to vote.

ARTICLE X MEETINGS

Section 1. MEETINGS. All meetings of the Association shall be held at times and in places determined by the Executive Board. Meetings may be in-person or virtual and will be communicated no less than one week prior to the meeting date.

- a. There shall be an annual meeting held each spring to transact the business of the Association.

- b. Special meetings may be called by the Executive Board for the purpose of transacting extraordinary business of the Association. Such meetings shall only be open to members of the Association. The members present shall constitute a quorum provided the membership has been notified at least five (5) days in advance of the meeting date.
- c. Meetings of the Executive Board shall be held at least once every two (2) months on a schedule established by the President.
- d. Meetings of the Steering Committee shall be held at least once every two (2) months on a schedule established by the President.

Section 2. QUORUM. At any meeting of the Association for the transaction of business, the members present shall constitute a quorum.

Section 3. ATTENDANCE. Attendance is expected at all meetings of their respective units and at all meetings of the Association as outlined in the Manual of the Association. A unit may send a substitute to attend meetings in their place.

Section 4. CONDUCTING BUSINESS BETWEEN ANNUAL MEETINGS. Voting by the membership as a whole may be authorized by the Executive Board between annual meetings when, in its opinion, such action is warranted. Two thirds (2/3) of those voting shall be required to approve any issue. The Executive Board shall have authority to determine the mechanics of voting.

ARTICLE XI NOMINATIONS AND ELECTIONS

Section 1. COMMITTEE. The President of the Association, with the approval of the Executive Board, shall appoint the chair of the Nominations and Elections Committee, who shall appoint a committee. It shall consist of no fewer than three (3) members. The Nominations and Elections Committee shall nominate candidates for elective offices of the Association as a whole and conduct the annual election for the Association as a whole and for all divisions.

Section 2. CANDIDATES. The Nominations and Elections Committee shall select at least two (2) candidates for each elective office of the Association. The Committee shall present the names of candidates, together with their written acceptances, to the Executive Board no later than five (5) months before the annual business meeting of the Association. The Executive Board shall make suitable provisions for promptly informing the membership of these nominations. Additional candidates may be nominated by petition, which states the name of the candidate and includes the written acceptance of the candidate. Petitions must be supported by the signatures of ten (10) members of the Association. Petitions must be sent to

the Nominations and Elections Committee no later than four (4) months before the annual business meeting.

Section 3. ELECTIONS. The committee shall prepare an official ballot listing all candidates for elected officers of the Association as a whole and for all division elective offices. All individual members shall be eligible to vote for all elected officers of the Association. Each ballot shall give the professional position and business address of each candidate. Ballots shall be distributed to each current member with a deadline for completing the ballot, at least forty-five (45) days before the annual business meeting of the Association. The candidate for each office receiving the largest number of votes shall be declared elected, and a report of their election shall be made by the committee chair to the Executive Board and at the annual business meeting. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Nominations and Election Committee.

Section 4. SPECIAL ELECTIONS. The Executive Board shall have the authority to set times and conditions under which the Nominations and Elections Committee shall conduct special elections.

ARTICLE XII ASSOCIATION MANUAL

There shall be an Association Manual outlining the policies and operations of the Association which will be reviewed on an annual basis and revised as needed.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The current edition of *The Standard Code of Parliamentary Procedure* governs the Association in all parliamentary situations that are not provided for in the Bylaws or adopted rules.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended at the annual business meeting or by electronic vote at any time, with 60 days' notice given to members.

APPROVED BY MLA MEMBERSHIP MAY 6th, 2022