

Idaho Library Association Bylaws

Approved by a vote of the General Membership on June 21, 2019

ARTICLE I – NAME

Section 1.

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

ARTICLE II – PURPOSE

Section 1.

The Idaho Library Association shall be a not-for-profit educational organization, the purpose of which shall be to advance Idaho's shared library interests through advocacy, professional development, and collaboration.

ARTICLE III – MEMBERS

Section 1.

Any individual or organization interested in the purpose of this association may become a member upon payment of dues. Individual members may be entitled to hold elected office and vote. Institutions or businesses interested in the purpose of this organization may become nonvoting members upon payment of dues.

ARTICLE IV – ASSOCIATION YEAR

Section 1.

The year of the association shall be the calendar year.

ARTICLE V – BOARD OF DIRECTORS

Section 1.

The governing body of the association shall be an elected Board of Directors comprised of nine members: the president, vice president, secretary, treasurer, member engagement chair, and four at-large directors. The president and vice president will be elected to two-year terms. All other members of the Board of Directors will be elected to three-year terms, and their terms may be staggered so that at least two new directors are elected each year. All terms shall begin at the annual membership meeting each year.

Section 2.

The Idaho State Librarian shall be a nonvoting member of the Board of Directors.

Section 3.

The Board of Directors may adopt, implement, and enforce strategic plans, policies and budgets for the association and coordinate all activities of the association.

Section 4.

The decision of the Board of Directors shall be final in all matters, but any decision or action of the Board of Directors may be changed or overturned by the vote of three-quarters of the association members in attendance at any duly constituted association business meeting at which a one-fourth of the membership is present.

Section 5.

The Board of Directors may hold a minimum of four meetings a year. Meetings may be called by the president or by any three members of the board. Five voting members of the board may constitute a quorum.

Section 6.

The Board of Directors may transact business by mail or electronically at the discretion of the president.

Section 7.

Any member of the Board of Directors, except for the Officers, may be removed for cause by a vote of three-quarters of the members present at a Board of Directors meeting where a quorum is present. Any officer of the Board of Directors may be removed for cause by a vote of three-quarters present at a duly constituted membership meeting.

- A. A member of the Board of Directors may resign by submitting a letter of resignation to the president.
- B. A vacancy may be declared for any board member who is absent without cause from two regular board meetings in the period of one year.
- C. A vacancy of the Board of Directors may be filled by an interim appointment by the president, with the approval of the Board of Directors and may serve the remainder of the unexpired term.

ARTICLE VI – OFFICERS

Section 1.

The officers of the association shall be the president, vice president, secretary, treasurer, and member engagement chair. Together, they shall form the Executive Committee.

Section 2.

Upon the resignation, removal, or incapacitation of the president, the vice president may assume the duties of the president.

Section 3.

Duties of Officers

- A. The president may preside at all meetings of the Board of Directors and may chair all meetings of the association membership. The president may serve as the principal spokesperson for the association and serve as the second signer for association bank accounts.

- B. The vice president may serve on the Board of Directors and assume the duties of the president in the absence of the president. The vice president may chair the Steering Committee; may call for a financial review within 30 days after a change of treasurer; and may be responsible for the performance of special duties as assigned by the president or Board of Directors.
- C. The secretary may assemble and edit the minutes of all meetings; may handle correspondence of the association; and may keep record of the work of the organization.
- D. The treasurer may oversee all financial activities of the association; may serve as chair of the Finance Committee; and may arrange an audit and send a report to the Internal Revenue Service following the close of the fiscal year. The treasurer will submit a written report covering finances at the annual business meeting of the association, at Board of Directors meetings, and at the close of their terms of office. The outgoing treasurer shall transfer the books and turn them over to their successor within thirty days after the expiration of their term.
- E. The member engagement chair is responsible for representing the interests of all members of the association as a voting member of the Board of Directors and Executive Committee. The member engagement chair serves as a liaison between the Board of Directors and the membership, particularly the Division and Interest Roundtables, and works to increase member engagement in the organization both fiscally and by actively recruiting new members and volunteers.

ARTICLE VII – GOVERNANCE COMMITTEES

Section 1.

The Executive Committee will consist of the officers.

- A. The Executive Committee may oversee the implementation of association policies and plans and the conduct of association activities during the intervals between meetings of the Board of Directors.
- B. The Executive Committee may assign duties and responsibilities to association committees and members consistent with adopted plans and budgets.
- C. The Executive Committee may not assume the planning, budgeting, or policy-making responsibilities of the Board of Directors.

Section 2.

The Board Development Committee shall be chaired by the secretary and the member engagement chair shall be a standing member of the committee, along with at least three other members.

- A. The Board Development Committee shall be responsible for maintaining records of the organization, nominating officers to elected office, conducting elections, and onboarding new Board members.

Section 3.

The Finance Committee shall be chaired by the treasurer and assists in monitoring budgets and maintaining the financial health of the association.

Section 4.

The Member Engagement Committee shall be led by the member engagement chair and is responsible for recruiting new members to the association and promoting active participation from current members.

- A. Division and Special Interest Roundtables shall be subcommittees of the Member Engagement Committee.

Section 5.

The Steering Committee shall be chaired by the vice president.

- A. The Steering Committee may oversee the work of the operational committees of the organization.
- B. Operational Committees include, and are not limited to, the following: Awards and Scholarships; Communications; Conferences and Events; Intellectual Freedom; Legislative; Member Engagement, and Presidents' Resource Committee.
- C. The Steering Committee may assign duties and responsibilities to association committees and members consistent with adopted plans and budgets.
- D. The Steering Committee may not assume the planning, budgeting, or policy-making responsibilities of the Board of Directors.

ARTICLE VIII – NOMINATION AND ELECTIONS

Section 1.

Elections for all association-wide, membership-elected positions, both officers and at-large members, shall be by mail or electronic ballot.

Section 2.

The Board Development Committee will solicit interested association members to run for open positions. The secretary shall chair the Board Development Committee and the member engagement chair shall be a member of the Board Development Committee.

Section 3.

The Board Development Committee shall seek the best qualified candidates from the association membership and shall address the issue of under-represented groups in the leadership of the association in the formulation of the ballot.

Section 4.

Individual members may submit a request for their names to appear on the association ballot for any office being elected during the current election cycle. The call for nominations shall take place in May and elections in June.

- A. The Board Development Committee shall conduct the elections of the officers and members of the Board of Directors.
- B. The Secretary shall prepare a ballot for each elective office as required. Candidates shall be members in good standing. The ballot shall contain provision for write-in votes for each office.
- C. Candidates receiving the largest number of votes cast for each office shall be declared elected.
- D. In the event of a tie vote for any officer position, after careful recount, the successful candidate may be determined by a coin toss.

ARTICLE IX – MEETINGS

Section 1.

There shall be an annual business meeting of the association at its annual conference or at another time and place determined by the Board of Directors.

Section 2.

Ten percent of the individual membership of the association may constitute a quorum.

ARTICLE X – MEMBERSHIP DUES

Section 1.

The categories of and dues for association personal and nonvoting members may be determined by the Board of Directors.

Section 2.

The membership year shall be a rolling 12 months from the date of payment.

Section 3.

Membership shall cease when dues are forty-five days in arrears.

ARTICLE XI – MANAGEMENT

Section 1.

The Board of Directors, through its development of plans and policies for the association, may determine the allocation of management responsibilities and tasks.

Section 2.

The president, with the approval of the Board of Directors, may appoint teams of members, committees, and task forces, or utilize any other appropriate management concept, in order to effectively accomplish the mission of the organization.

- A. The president, with the approval of the Board of Directors, may discontinue management assignments, or to disband or reorganize any team, committee, or task force, as necessary for the effective accomplishment of the association's mission.

Section 3.

The Board of Directors, through its allocation of funding in the annual budgeting process, may determine the resources to be available to various individuals and groups involved in the management of the association.

Section 4.

The Board of Directors may create, adopt, and maintain a manual of policies and procedures for management activities.

ARTICLE XII – ROUNDTABLES

Section 1.

An ILA roundtable may be formed with the approval of the Board of Directors. The purpose of roundtables is to provide programs and services that will meet the needs of individuals and/or institutions that have particular special interests related to the stated mission.

Section 2.

The Board of Directors may establish a roundtable upon the written request of ten (10) or more ILA personal members.

Section 3.

The Board of Directors may establish general guidelines and policies for the operation of roundtables and may provide funding for roundtable activities as part of the annual budget of the association.

Section 4.

The Board of Directors may discontinue a roundtable when it has been determined that the usefulness of the roundtable has ended.

ARTICLE XIII – ARCHIVES

Section 1.

The University of Idaho is the official repository of the Idaho Library Association.

Section 2.

Any significant important papers, correspondence, documents, and records relating to the association's business activities and history are to be preserved.

ARTICLE XIV – AFFILIATION WITH ALA

Section 1.

The Idaho Library Association is a chapter of the American Library Association and is entitled to representation on the ALA Council.

Section 2.

The Board of Directors may elect a member among themselves who is also a member of the American Library Association to serve as ALA Councilor for a term of three years.

- A. The ALA Councilor shall take office at the first meeting of ALA following election and shall be accredited to the Secretary of the ALA Council by the ILA Secretary prior to the first meeting of the ALA after the election.
- B. The ALA Councilor shall fulfill all official ALA responsibilities and serve as liaison between ALA and the state association. In order to keep the membership informed, the ALA Councilor shall submit a written report at the annual business meeting of the association, at the Board of Directors meetings, and at other time for publication in whatever official publication of the association the Board may direct.

ARTICLE XV – AFFILIATION WITH OTHER ORGANIZATIONS

Section 1.

The Board of Directors may affiliate the association, or any element of the association, with other organizations whose purpose is consistent with that given in Article II.

ARTICLE XVI – DISSOLUTION

Section 1.

In the event that it becomes necessary to dissolve the Idaho Library Association, the assets remaining after all obligations have been met may be transferred to a not-for-profit education or charitable organization whose purpose is to foster and improve library service. The organization may be selected by the Board of Directors of the association.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

Roberts Rules of Order, in the latest available edition, shall govern the association in all cases to which it can be applied and in which it is not inconsistent with the Constitution, the Bylaws, or special rules of order of the association.

ARTICLE XVIII – AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the members representing a quorum voting at any meeting of the association or via electronic ballot, providing that such proposed changes are distributed to all members via email prior to the vote. Voting via electronic ballot may be administered by the secretary.