

Background: In July 2006, the VLA Executive Board began review of the VLA Constitution and Bylaws, in an effort to clarify unclear passages and keep the document in line with changes in actual practice. In December 2006, the Executive Board proposed a set of changes to the bylaws to the entire VLA Board. From January to May 2007, the Board reviewed and revised those proposed changes. The proposed changes were presented to the membership at the VLA Annual Meeting in May 2007, and the membership was given a year to make comments on these proposed changes. At the VLA Annual meeting in May 2008, members were given the opportunity to ask questions – there were no questions asked at that time.

PROPOSED CHANGES TO THE VLA BYLAWS
Changes as of May 10, 2007

~~Wording to be eliminated is stricken through~~
[Wording to be added is in brackets]

VERMONT LIBRARY ASSOCIATION

CONSTITUTION

ARTICLE I: NAME

The name of this Association shall be “The Vermont Library Association.” Abbreviated form, VLA.

ARTICLE II: OBJECTIVES

The Vermont Library Association is an educational organization committed to the development, promotion, and improvement of library and information services and librarianship in the State of Vermont ~~with the goal of insuring equal access to information for all residents of the State.~~ These objectives shall be implemented under the structure and by means of the activities specified in the Bylaws, and in accordance with Section 501 (c) (3) of the Internal Revenue Service Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: INUREMENT

All monies of the Vermont Library Association shall be used in carrying out the objectives of this Association. No part of the net earnings of the Vermont Library Association shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the Vermont Library Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II: Objectives. In the event of the dissolution of the Vermont Library Association all assets which remain after liabilities have been satisfied, shall be transferred, for its unrestricted use, to the Vermont Department of Libraries or its successors, or to an organization exempt under Section 501 (c) (3) of the Internal Revenue Service Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

BYLAWS

ARTICLE I: STRUCTURE

1. To supervise and administer the affairs of the Association, officers shall be elected and there shall be an Executive Board.
2. To accommodate the various specialized interests of the membership, Sections by type of library and type of activity may be formed.

3. To support work in those areas where there is continuing Association concern, Standing Committees shall be established.
4. To carry out special assignments for the Association, Ad Hoc Committees may be established.
5. To fulfill the requirements for liaison and/or affiliation with other Associations and agencies, Representatives shall be elected or appointed.
6. All of the above shall be considered as integral parts of the Vermont Library Association structure.

ARTICLE II: ACTIVITIES

The Vermont Library Association and its components may pursue the objectives of the Association through meetings, dissemination of information, collection and disbursement of funds, research, education and any other activities which are pertinent and proper.

All activities shall be conducted in accordance with accepted parliamentary procedure. The guide for this Association shall be Robert's Rules of order (latest edition). The rules contained herein shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or any special rules of order of this Association. No rules may be made or actions taken that are in conflict with these Bylaws or civil law.

Unless the power is specifically delegated by the Board, only the Executive Board of the Vermont Library Association may make financial, policy, or other commitments on behalf of the Association.

Upon the call of the Executive Board, each Committee, Representative, and Section shall submit a written Annual Report, and such other written or verbal reports as may be requested. All inactive records shall be passed to the ~~Secretary~~ [Archivist] for deposit in the Association archives.

ARTICLE III: MEMBERSHIP

Any person, library, or other agency concerned with the objectives of the Association may become a member of the Vermont Library Association upon payment of dues or receipt of Honorary Membership. Dues schedules shall be recommended by the Executive Board and approved by the membership. Honorary Membership may be conferred upon individuals, institutions, or agencies when the Executive Board judges that they have merited such through their contribution to library service, and votes to confer this honor.

The membership year shall be the calendar year, dues payable on or before December 31.

Individual members may vote, be nominated and elected to office, and serve on Committees or as representatives, choose membership in any Section, attend any VLA meetings at member rates, and receive all general publications of the Association.

[Only members in good standing may represent VLA in an official capacity.]

Institutional members are not eligible to hold office.]

~~Institutional, Trustee Board and Friends Group memberships confer the right to membership in any Section, and to receive all general publications of the Association.~~

ARTICLE IV: OFFICERS

Officers shall be elected by the Association as provided in these Bylaws. They shall serve for a period of one year (except as noted below for Secretary and Treasurer), or until successors are elected or appointed.

The **President** serves as the Executive Officer of the Association and of the Executive Board. As such, ~~s/he~~ [the President] shall:

1. Preside at meetings.

2. [Appoint committee chairs, to be confirmed by the Executive Board.]
3. Serve as ex-officio voting member of all committees, except the Nominations and Elections Committee.
4. Represent the Association whenever necessary and desirable.
5. [Attend or designate a representative to attend meetings of the Board of Libraries.]
6. [Pick up and distribute the association's mail from the Burlington post office box, or appoint a representative to do so.]
7. Perform other duties as requested by the Executive Board, or as required by the office.
8. Upon retirement from office ~~the President shall~~ serve as a member of the Executive Board in the capacity of **Immediate Past President**.

The **Vice-President** serves as the Vice-President of the Association and of the Executive Board. As such, ~~s/he~~ [the Vice-President] shall:

1. Perform such duties as may be assigned by the President or the Executive Board.
2. Serve as President in the absence of the President.
3. ~~The Vice President shall be responsible for [A]ppointing a Co-Chair [-in-training] of the Conference Planning Committee and shall coordinate the programs of the sections and committees.~~
4. [Serve on the Nominating Committee.]
5. [Coordinate association communications, which may include newsletter or online presence.]
6. ~~S/he shall~~ [B]e President-Elect.

The **Secretary** serves as the Secretary of the Association and of the Executive Board. The term of secretary is for two years, and s/he may not serve more than two consecutive terms. As such s/he shall:

1. ~~Carry on correspondence for the Association.~~
2. Send notices of, and serve as recording officer at, meetings.
3. [Maintain the official record of meetings.]
4. ~~Receive and distribute official publications and communications.~~
5. Notify Officers, Committee Chairs, and Representatives of their appointment or election, and furnish necessary papers and credentials.
6. Prepare official ballots and announce the results of votes thereon.
7. Maintain complete and accurate records of the association's membership. [This responsibility may be delegated to the Membership Chair.]
8. Perform other duties as requested by the President, Executive Board, or as required by the office.

The **Treasurer** serves as the Treasurer of the Association and of the Executive Board. The term of Treasurer is for two years, and s/he may not serve more than two consecutive terms. As such ~~s/he~~ [the Treasurer] shall:

1. Solicit, collect, disburse, and maintain an accurate accounting of dues and other monies.
2. Secure and maintain for the Association a ~~commercial blanket~~ [fidelity] bond covering the ~~Executive Board of the Vermont Library Association~~ [Treasurer].
3. Maintain a corporate checking account for the Vermont Library Association.
4. Submit, upon the call of the Executive Board, a written Annual Report, and such other written and verbal reports as may be requested
5. Perform other duties as requested by the President or Executive Board, or as required by the office.

No individual may hold more than one of these offices at a time.

ARTICLE V: ~~EXECUTIVE~~ [VOTING MEMBERS OF THE] BOARD

The officers of the Association, ~~the immediate Past President~~, and one authorized Representative from each existing Section shall serve as voting members of the Board. The American Library Association (ALA) Councilor, the New England Library Association (NELA) Representative, and the [Newsletter] Editor ~~of the Association~~ shall serve as Board members without vote.

ARTICLE VI: EXECUTIVE BOARD

[The Executive Board consists of the officers of the association, which are the President, Vice-President/President-elect], Immediate Past President, Treasurer and Secretary.] The Executive Board shall have and may exercise all the powers of the Association except those that are conferred upon the membership and its Officers by civil law and by these Bylaws. It may act in an advisory and an executive capacity. It may also state and vote upon proposals in formal meetings and by mail ballot. A simple majority of those voting shall suffice to pass a motion.

The Executive Board shall:

1. Act as the Financial Committee of the Association.
2. Review petitions for and suggest changes to the Constitution and/or the Bylaws.
3. Confirm the appointment of Committee Chairs and special Association Representatives.
4. Fill vacancies in office within 30 days; appoint one of the Section chairs to the Office of Vice-President/President-Elect if a vacancy occurs.
5. Authorize meetings of the Association.
6. Meet at least four times a year.
7. Call for and publish reports from Sections, Committees, Representatives, or others as appropriate.
8. Act on other matters within its jurisdiction.

ARTICLE VII: SECTIONS

A Section shall be a formally organized subdivision of the Association, composed of Vermont Library Association members who wish to pursue their special interests together within the framework of the Association, and who wish to assure that their interests will be adequately represented to and by the Association.

To implement a Section a written petition, setting forth the purpose and need of the Section, must be submitted to and be approved by the Executive Board. Such a petition shall be signed by not less than seven Vermont Library Association members, who are actively engaged in the work that will be the special field of interest of the Section, and who signify their intention of becoming members of the Section. There can be but one Section established for each type of library, and each type of activity.

Subject to these Bylaws, each Section shall have autonomy over and responsibility for the conduct of its own affairs, except that:

1. Only members of the Association shall be members of a Section.
2. Upon the adoption of a Constitution and/or Bylaws the Section shall file a copy of such document(s) with the Secretary of the Vermont Library Association.
3. Amendments to such documents shall be similarly filed as they occur.
4. Names and addresses of a Section's officers shall be filed with the Secretary of Vermont Library Association upon the occasion of each election or appointment.

The Executive Board may authorize the dissolution of a section if it fails to hold any meetings for two consecutive years or if it violates the provisions of the Vermont Library Association Constitution and/or Bylaws. A Section may elect to disband upon a 2/3 vote of all its members. Any remaining funds shall revert to the Vermont Library Association.

ARTICLE VIII: COMMITTEES

The Vermont Library Association Executive Board, or the President with the approval of the board, shall appoint Chairs for Ad Hoc Committees as necessary. Ad Hoc Committees shall serve as directed by the Executive Board.

Committee Chairs for Standing Committees shall be appointed at the beginning of the Association's Executive year by the Executive Board, or the President with the approval of the Board. They shall serve for one year, and their appointment may be renewed at the pleasure of the President with the approval of the Board. Standing Committees shall have these responsibilities.

1. ~~The **Conference Committee** shall be responsible for planning and presenting the Annual Conference. The committee shall include a Chair appointed by the Vice President, a representative from each of the sections, as well as a Co-Chair and representatives from VEMA.~~
2. ~~The **Continuing Education Committee** shall be concerned with all aspects of continuing education for all those in the Vermont library community.~~
3. The **Editorial Committee** shall be concerned with the information program of the Association. The committee will be responsible for the publication of a newsletter, for the composition and distribution of news releases and other publicity for VLA and its components.
4. The **Government Relations Committee** shall prepare [a] ~~an annual~~ legislative agenda for ~~adoption~~ [review] by the membership ~~at the annual meeting~~, work towards implementation of the legislative agenda with the Executive Board and appropriate committees, and keep abreast of state and national legislation which affects libraries, and report on this to the Board, and to the membership.
5. The **Intellectual Freedom Committee** shall be concerned with the rights of freedom of expression, and shall stand ready to assist Librarians and Trustees in any situation where these rights may be in danger. The Intellectual Freedom Committee is responsible for arranging the ~~annual~~ John Swan Memorial Lecture.
6. The **Membership Committee** shall recruit members to the Association, oversee the member renewal process, develop member benefits, and make recommendations for honorary membership.
7. The **Nominations and Elections Committee** shall be composed of not less than three members representing the various regional and professional interests of the Association, and including the Vice-President/President-Elect. It shall operate as specified under the article on elections.
8. The **Personnel Committee** shall address any personnel issues which affect the membership and make recommendations to the Executive Board.

Subject to these Bylaws, Committees shall be empowered to take all steps necessary to carry out their charges. A simple majority of those voting shall suffice to pass a motion. Committee Chairs shall be responsible for developing the membership of their Committees and fulfilling the purposes for which the Committees were created.

ARTICLE IX: REPRESENTATIVES

A representative shall be delegated to interpret and transmit VLA interests, desires, policies, etc., to another body. In this capacity, the representative shall convey to VLA information relating to the goals, activities, policies, etc., of the organization to which the representative is a delegate. A Representative may also be empowered by the Executive Board to make commitments for VLA. Vermont Library Association Representatives to American Library Association and New England Library Association shall be elected by the Association as provided in these Bylaws. They shall:

1. Serve on the Vermont Library Association Executive Board without vote.
2. Serve as specified in the Bylaws of the American Library Association and New England Library Association.
3. The Representative to American Library Association, known as American Library Association Chapter Councilor, will as part of ~~his/her~~ [the Councilor] duties ~~transmit~~ [insure that] all amendments and changes of the chapter constitution and Bylaws ~~Committee for review of compatibility~~ [are compatible] with the American Library [Association] Constitution and Bylaws. ~~She~~ [The councilor] will also provide ~~such~~ [the] American Library Association ~~Committee~~ with a copy of any approved amendments or revisions of the Vermont Library Association Executive Board as necessary. ~~They~~ [The councilor] shall serve as directed by the Board.

4. Be members of the organization to which they are representatives. Other Vermont Library Association Representatives may be appointed by the Vermont Library Association Executive Board as necessary. They shall serve as directed by the Board.

Subject to these Bylaws, a Representative shall be empowered to take all steps necessary to carry out the representative's duties.

ARTICLE X: MEETINGS

All meetings of the Board or Association shall be chaired by an elected officer. In the absence of the President, the Chair shall pass to the Vice-President, Secretary, and Treasurer, in that order. Voting shall be conducted as specified elsewhere in these Bylaws.

Executive Board meetings shall be held at least four times per year. They shall be called by the President or upon request of any Board member, and shall require a minimum notice of ten days.* Board meetings shall require a quorum of 2/3 of the voting members to permit the transaction of business. Any voting member who fails to attend three consecutive Board meetings without cause shall be considered as having resigned from the Board and from his/her office.

Sections may hold meetings at their discretion.

Committees may hold meetings at their discretion. These shall be called by the Chair or upon the request of any Committee member. Committee meetings shall require a quorum or a simple majority of the Committee members to permit the transaction of business.

Membership meetings shall be general meetings open to all members of the Association. Membership meetings shall require a quorum of 10% of the membership to permit the transaction of business.

Annual Meeting[s]. There shall be an annual business meeting to be held during the Annual Conference. The time and place shall be determined by the Board. Notice shall be given to the members by the Secretary not less than twenty days prior to the meeting.* ~~It shall include at least a general meeting and a business meeting.~~

Other Meetings. The Executive Board may provide for additional general meetings in any year upon not less than twenty days notice.*

ARTICLE XI: ~~FINANCIAL~~ FINANCES

The Fiscal Year shall be January 1 to December 31.

Sections, Committees, Representatives, and members of the Executive Board who desire financial support for the conduct of their official duties, such as mailing, transportation, etc., shall submit to the VLA Treasurer a work program and budget for the current Fiscal year. Having received such estimated budgets, and considering its own anticipated revenues and its estimated financial obligations for the Fiscal Year, the Vermont Library Association Executive Board shall construct a general budget for the Association.

Additional funding for unanticipated expenditures may also be requested from the Executive Board during the course of the Fiscal Year; such requests should be made in writing and directed to the Treasurer of the Board. If approval is given by the Executive Board, funds for such expenses shall be encumbered and disbursed by the Treasurer.

The Executive Board may require an external audit of its financial records at any time. All components of Vermont Library Association which receive financial support from the Association shall incorporate into their Annual Reports an accounting of Association funds received and spent.

ARTICLE XII: VOTING

Voting for Officers and Representatives, voting upon proposals for amendment to the Constitution and Bylaws, and voting by the Board, Committees, and other component parts of Vermont Library Association shall be conducted as specified elsewhere in these Bylaws.

Other matters may be voted upon at any meeting of the Association, or, when required, by mail ballot. A simple majority of those voting shall suffice to pass a motion, except that a 2/3 majority [of those responding] is required to pass a motion rescinding an action of an officer or of the Executive Board.

ARTICLE XIII: ELECTIONS

Election of officers shall take place during the Association's annual business meeting. The Nominations and Elections Committee shall present a slate of nominees to the Vermont Library Association at least one month prior to the Association's annual business meeting. The slate shall present at least one nominee for each eligible vacancy and shall specify the term of office for each position.

The Secretary shall prepare an official slate which shall be printed in the association's newsletter one month prior to the Association's annual business meeting. There will also be a printed ballot for write-in candidates and absentee voting. All voting must be on official ballots.

Write-in candidates and nominations from the floor must have the candidate's permission to place his/her name in nomination.

Absentee ballots shall be received and votes shall be tabulated by the Nominations and Elections Committee [or its designee] prior to the Association's annual business meeting. Absentee ballots must be received five (5) days [one week] before the Association's annual business meeting. ~~If nominated and approved by the membership, the name of the write-in candidate is placed on the ballot.~~ A simple majority of members voting at the Association's annual business meeting or by absentee ballot shall elect a candidate.

~~Absentee ballots will be given to the Secretary of the Association~~ [The Secretary or designee shall tally the votes] immediately after the election. The Secretary will notify all candidates of election results no later than two (2) weeks after the Association's annual meeting [if needed]. Upon election of the American Library Association Chapter councilor and the New England Library Association Representative, the secretary shall immediately accredit the Chapter's ALA councilor and/or NELA Representative to the Secretary of the ALA Council and/or Secretary of the NELA Executive Board.

Elections shall be considered effective on adjournment of the Association's annual business meeting. Those elected shall serve during the executive year, except in cases where a different term is specified in these bylaws. The executive year shall be the period beginning with the adjournment of the Association's annual business meeting and ending with the adjournment of the succeeding annual meeting.

ARTICLE XIV: AMENDMENTS

Amendments to the Constitution or Bylaws may be proposed upon vote of the Executive Board, or upon submission to the Secretary of a written petition signed by not less than seven members of the Association.

The Secretary shall issue announcements of the proposed amendments to the membership, including therein both the present and proposed text, any recommendations from the Board, and the time and place of the general meeting at which the proposed amendment will be discussed.

Proposed amendments shall be presented and discussed at the next general meeting of the membership ~~which follows~~ [following] upon their formal proposal and allows for a minimum of ten days notice.

Not more than ten days following such a ~~discussion~~ [meeting] the Secretary shall send ballots to the membership. Ballots shall detail the present and proposed text, include a summary of arguments of the

membership for and against the proposed amendment, and specify time and other conditions for return of ballots. They shall contain the information that a 2/3 majority of those responding shall suffice to pass the proposed amendment.

*Written communications to the membership shall be considered as issued and given when have been conveyed into the custody of the U. S. Post Office.

Approved by the VLA membership 6/25/2001.
Previous version was dated 5/15/1997.