

*As approved by the AALL Bylaws Committee on November 16, 2015 and amended by the membership on May 20, 2016.*

## **BYLAWS OF THE MICHIGAN ASSOCIATION OF LAW LIBRARIES**

### **Article 1. Name.**

The name of this organization shall be Michigan Association of Law Libraries (MichALL), a chapter of the American Association of Law Libraries.

### **ARTICLE 2. Purpose.**

*Section 1.* The Association is established for educational and scientific purposes. It shall be conducted as a nonprofit domestic corporation to promote law librarianship, to develop and increase the usefulness of law libraries, to cultivate the practice and profession of law librarianship, and to foster a spirit of cooperation among members of the profession, particularly those in Michigan.

*Section 2.* The chapter shall conduct its affairs in conformity with the Bylaws of the American Association of Law Libraries.

### **Article 3. Powers.**

This Association shall have the power to represent the interests of law librarianship; conduct studies; collect and disseminate statistics and other information; conduct and support programs in furtherance of its objectives; collect and expend funds; hold and dispose of property; assess and collect dues from its members; accept grants, donations and contributions; deposit Association funds in interest-bearing accounts or certificates; charge fees for publications and programs; and all other powers which further the purpose of the Association and are not in conflict with these Bylaws or the Bylaws of the American Association of Law Libraries.

### **Article 4. Antidiscrimination.**

Neither membership, nor full participation in the activities of this Association, shall be denied to any person on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or gender identity.

### **Article 5. Membership and Dues.**

*Section 1.* Membership in the Association shall be open to all persons interested in law libraries or law librarianship.

*Section 2.* There shall be three classes of membership:

1. Active Members. Any person who has an active interest in law libraries and their promotion.
2. Life Members. Those active members who have made significant contributions to the Association over a number of years and who have retired from active professional employment related to law libraries may be granted life membership in the Association. Persons so eligible shall be nominated by the Executive Board and their names placed before the membership of the Association at a regular business meeting. The voting membership may then elect any or all of such persons to life membership.
3. Student Members. Any individual attending a law or library school with the intention of entering the profession of law librarianship may become a student member for 2 years upon submitting a membership application.

*Section 3.* Life Members shall pay no dues. Dues for other classes of membership shall be set by the Executive Board and ratified by a vote of the members.

## **Article 6. Conduct of Meetings.**

### *Section 1. Business Meeting.*

There shall be at least one business meeting each year, the Annual Meeting, to be held in the spring, with additional meetings called by the President or Executive Board as necessary.

### *Section 2. Quorum.*

A quorum shall consist of fifteen (15) members in good standing.

### *Section 3. Voting.*

The affairs of the Association, including elections, shall be conducted by the simple majority vote of members voting, unless otherwise provided in these Bylaws.

## **Article 7. Officers.**

### *Section 1. Association Officers.*

The Officers of the Association are the following: President, Vice President/President-Elect, Secretary, and Treasurer. All officers must be members in good standing of the Association. No Officer shall hold more than one office at one time.

*Section 2. Terms of Office.*

(a). President. The Vice President/President-Elect shall become President of the Association at the close of the Annual Meeting of the Michigan Association of Law Libraries one year following election as Vice President/President-Elect and shall serve a term of one year, except as otherwise provided in these Bylaws. The Association's year shall be coterminous with the normal term of the President of the Association.

(b). Vice President/President-Elect. The Vice President/President-Elect of the Association shall assume office at the close of the Annual Meeting of the Michigan Association of Law Libraries following election and shall serve a term of one year, except as otherwise provided in these Bylaws.

(c). Secretary. The Secretary of the Association shall assume office at the close of the Annual Meeting of the Michigan Association of Law Libraries following his or her election and shall serve a term of two years, except as otherwise provided in these Bylaws.

(d). Treasurer. The Treasurer of the Association shall assume office at the close of the Annual Meeting of the Michigan Association of Law Libraries following election and shall serve a term of two years, except as otherwise provided in these Bylaws.

(e). The Secretary of the Association shall be elected in odd numbered years, and the Treasurer of the Association shall be elected in even numbered years.

(f). In the event that a successor has not been duly elected at the end of the term of office specified above, the incumbent shall continue to serve until duly succeeded.

*Section 3. Duties of Officers.*

The Officers shall perform those duties assigned to them by these Bylaws, the Executive Board and the parliamentary authority adopted by this Association.

(a) President. It shall be the duty of the President to coordinate all business and projects through the Executive Board of this Association; appoint members to the committees of the chapter; prepare a column for each issue of the chapter's newsletter; and, prepare required reports for and correspondence with the AALL Executive Director, as appropriate.

(b) Vice President/President-Elect. It shall be the duty of the Vice President/

President-Elect to work with the Executive Board; solicit and develop program ideas; and, perform any other duties delegated by the President. The duties of the Vice President/President-Elect shall include attending the Chapter Leadership Training at the AALL annual meeting. The Association shall grant the Vice President/President-Elect at least five hundred dollars (\$500) to help with the expenses of attending this training.

(c) Secretary. It shall be the duty of the Secretary to record and report the minutes of the business meetings; send notices to the membership; and distribute ballots for annual elections.

(d) Treasurer. It shall be the duty of the Treasurer to receive and bank all monies due the Association; send membership dues notices; maintain bookkeeping records of all Association funds; pay bills from officers and executive committee members when clearly authorized and when receipts for expenditures are attached; disburse monies as the Association may direct; prepare and file all necessary federal and state tax documents of the Association; and, give a complete financial report at each business and Executive Board meeting.

#### *Section 4: Parliamentary Authority.*

The rules contained in the current edition of Robert's Rules of Order shall govern the Association 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 Association may adopt.

#### *Section 5: Priority of Authority.*

In the event of a conflict between these Bylaws and duty assigned to an officer by the Executive Board or the parliamentary authority, the Bylaws shall prevail. In the event of a conflict between a duty assigned to an officer by the Executive Board and one assigned by the parliamentary authority, the Executive Board shall prevail.

### **Article 8. Executive Board.**

#### *Section 1. Executive Board Membership.*

The Executive Board shall consist of the Officers of the Association, the Immediate Past-President and two at-large members.

#### *Section 2. Terms of Office.*

(a) Officers. Executive Board members who are Association Officers shall serve a term on the Executive Board corresponding to the term of their office.

(b) Immediate Past-President. The Immediate Past-President shall serve a term of one year on the Executive Board.

(c) At-Large Members. At-Large Executive Board Members shall assume office at the close of the Annual Meeting of the Michigan Association of Law Libraries following his or her election and shall serve as term of two years.

(d). In the event that a successor has not been duly elected or qualified at the end of the term of office specified above, the incumbent shall continue to serve until duly succeeded.

### *Section 3. Duties.*

The Executive Board shall have general supervision of the affairs of the Association between its business meetings, fix the time and the place of business meetings, make recommendations to the Association and perform other duties of the sort specified herein. The Executive Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

### *Section 4. Powers.*

The Executive Board shall have sole power, on behalf of the Association, or any of its committees or sub-units, to incur indebtedness; solicit funding; make public statements; issue public writings; and, establish and maintain relations with other organizations.

### *Section 5. Committee Liaison Assignment.*

The President shall appoint each Executive Board member to serve as liaison to one or more of the Association's committees in such a way that each committee has at least one Executive Board member assigned to it.

### *Section 6. Voting.*

Resolutions of the Executive Board shall be supported by the vote of at least four of its members.

### *Section 7. Vacancies.*

In the event that a vacancy occurs in an At-Large membership of the Executive Board, a replacement shall be appointed by the President for the remainder of the term.

## **Article 9. Committees**

### *Section 1. Creation.*

There shall be such committee and Association representatives to other organizations as determined by the Executive Board or by a vote of members.

*Section 2. Appointments.*

The President shall make all appointments and reappointments of committee chairpersons, committee members, and Association representatives.

*Section 3. Reports.*

Each committee chairperson and Association representative shall submit a written report to the Secretary before the Annual Meeting.

*Section 4. Conflicting Activities.*

No committee member or Association representative shall engage in any activity on behalf of the Association or any of its sub-units which is in conflict with the objectives or activities of the Association.

*Section 5. Removal.*

The President, with the approval of the Executive Board, may terminate appointment of any committee chairperson, committee member or Association representative.

*Section 6. Term of Appointment.*

Unless otherwise specified by the President, all committee and Association representative appointments are for a term of one year.

**Article 10. Nominations and Elections and Other Membership Votes**

Note: In these provisions, where email is the stated means of communication, the communication to those members who do not have email easily available to them shall be by regular mail.

*Section 1. General Elections.*

(a) Nominating Committee. The Executive Board shall appoint a Nominating Committee, consisting of three members of the Association that fairly represent the membership at large. No member of the committee shall be a candidate for office at the succeeding election. The succeeding election shall occur before April 30 or must conclude fourteen (14) days before the Annual Meeting, whichever is sooner.

(b) Nominations by the Nominating Committee. The Nominating Committee shall submit the names of one or more nominees to the President at least thirty (30)

days in advance of the scheduled election for announcement to the members. The President shall promptly announce the nominations on the MichALL listserv.

(c) Nominations by Petition. Additional nominations may be made by any member in good standing by communicating such nomination to the President in writing, including by email, endorsed by the signatures of at least fifteen (15) of the Association's members in good standing, at least fourteen (14) days prior to the election.

(d) Distribution of Ballots. The Secretary, or another Executive Board member if the Secretary is a nominee, will cause the ballots to be distributed electronically to the membership at least thirty (30) days before the Annual Meeting. Members must return their ballots to the Secretary, or submit an electronic vote if a web voting mechanism is used, by a specified deadline. The Secretary, or another Executive Board member if the Secretary is a nominee, will cause the ballots to be tabulated. Once the ballots have been tabulated, a tally shall be sent to the President, who will announce the results to the membership. The ballots shall be preserved until the new officers take office at the Annual Meeting.

(e) Receipt of Ballots. Election ballots must be received by the Secretary (or other Executive Board member, as provided above) by the second Monday following the date the ballots were distributed to the membership. Ballots received after that date will not be considered valid.

(f) Tie vote. In case of a tie vote, a run-off election shall be held by distribution of a special ballot.

## *Section 2. Vacancies and Special Elections.*

(a) President. In the event that a vacancy occurs in the office of the President, the Vice President/President-Elect shall automatically assume the office of President for the remainder of the term plus one year.

(b) Vice President/President-Elect. In the event that a vacancy occurs in the office of the Vice President/President-Elect, a special election will be held to elect a new Vice President/President-Elect to fill the vacancy for the remainder of the term. Such a special election shall be held as soon as practicable and shall observe the procedures established for General Elections, with the dates of necessity being changed and the time periods being reduced by up to one-half if the Executive Board decides the reduction desirable.

(c) Secretary. In the event that a vacancy occurs in the office of Secretary, the Executive Board will appoint a new Secretary from the membership to fill the vacancy for the remainder of the term.

(d) Treasurer. In the event that a vacancy occurs in the office of Treasurer,

the Executive Board will appoint a new Treasurer from the membership to fill the vacancy for the remainder of the term.

### *Section 3. Membership Votes.*

(a) The affairs of the Association, including elections, shall be conducted by the majority vote of members voting unless otherwise provided in these Bylaws.

(b) If the Executive Board determines that a particular matter should be decided by a vote of the membership, it will also determine whether that vote will be held at the Annual Meeting, at a special business meeting, by mail, or by electronic vote.

(c) The President shall notify the membership of all elections and other matters requiring a vote at least twenty (20) days prior to the deadline for submitting ballots. Such notice shall include the precise text of the matter to appear on the ballot.

(d) Ballots shall be emailed by the Secretary to the membership on a Monday.

(e) Ballots must be received by the Secretary (or other designated Executive Board member) by the second Monday following the date the ballots were distributed to the membership. Email ballots shall be returned by a direct reply to the ballot email.

(f) The Secretary or Executive Board member receiving the completed ballots shall tabulate all ballots and present a tally of the votes to the President, who will announce the results to the membership. A record of the votes shall be preserved until the end of the next Annual Meeting.

### **Article 11. Removal of Officers.**

If an officer fails to perform the duties assigned by these Bylaws, by the Executive Board, or by the parliamentary authority adopted by the Association, the Executive Board may call a special business meeting of the membership for the purpose of removing such an officer. At least thirty (30) days prior to the special business meeting, the Executive Board shall give notice of the meeting and the reasons for the removal to the incumbent whose removal is sought. Normal quorum and voting rules shall apply to this meeting. An office with a vacancy resulting from this procedure shall be filled according to the provisions of these Bylaws for filling vacant offices.

### **Article 12. Amendment of Bylaws**

*Section 1.* These Bylaws may be amended at the Annual Meeting of the Association by a majority of the members present and voting, or by majority of the votes cast by a mail

or electronic ballot conducted by the Secretary.

*Section 2.* Amendments to the Bylaws must be proposed by the Executive Board or petition(s) signed by no fewer than fifteen (15) members of the Association. Amendments proposed by petition must be filed with the Secretary thirty (30) days before an Executive Board meeting. A notice setting forth the wording of the proposed amendment shall be sent by the Secretary to all members not later than twenty (20) days prior to a vote.

### **Article 13. Publication of Resolutions.**

The text of these Bylaws and all major resolutions and policy decisions of the Association shall be published and provided to members by such means as the Association provides.

### **Article 14. Tax Exempt Status and Dissolution.**

#### *Section 1. Restrictions.*

No part of the Association's earnings or assets shall inure to the benefit of any member or officer except as reasonable compensation for services rendered. In addition, the Association shall not attempt to influence legislation as a substantial part of its activities, and it shall not participate in any campaign activity for or against political candidates.

#### *Section 2. Dissolution*

Upon dissolution, voluntary or involuntary, insolvency or bankruptcy of the Association, the Executive Board shall, after making provisions for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations engaged in similar activities to those of the Association.