

BYLAWS

Of

THE

AMERICAN LIBRARY

ASSOCIATION

GENERAL REVISION, DRAFT 2
4 NOVEMBER 2022

1 **ARTICLE I. NAME**

2 The name of this association shall be the American Library Association.

3

4 **ARTICLE II. PURPOSE**

5 The purpose of the American Library Association (“the Association”) shall be to promote
6 library service and librarianship.

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8 **ARTICLE III. MEMBERSHIP**

9 *Section 1. Organization.* The American Library Association is composed of the Executive
10 Board, the Council, divisions, round tables, committees, and other units established under the
11 authority of the Association. Each unit of the Association shall be governed under applicable
12 provisions in the Bylaws of the Association and no unit may adopt a rule in conflict with a rule of
13 the Association.

14 *Section 2. Eligibility.* Any person, library, or organization interested in library service and
15 librarianship shall be eligible for membership. Applicants shall be declared members of the
16 Association upon completion of the membership application process and payment of dues.

17 *Section 3. Classification of Membership.* Categories within each classification of
18 membership in the Association may be established by the Council upon recommendation by the
19 Executive Board. Membership of the Association shall consist of the following membership
20 classes:

21 A. *Personal Members.* Individuals shall be eligible for personal membership in the
22 Association;

23 B. *Organization Members.* Not-for-profit units including libraries, library associations
24 and organizations, schools conducting programs of library education, and affiliated
25 organizations;

26 C. *Corporate Members.* For-profit units interested in the purpose of the Association.
27

28 *Section 4. Rights and Privileges.* All members shall have the right to attend meetings. Only
29 personal members of the Association shall have the right to make motions, debate, and vote in
30 membership meetings; and to nominate, petition, hold office, and vote in elections.

31 *Section 5. Dues.* Dues shall be set by the Executive Board with approval by the Council.
32 The membership year for all members of the Association shall be twelve (12) consecutive months,
33 effective the first day of the month following receipt of initial dues payment. Membership counts
34 shall be fixed as of August 31st of each year.

35 *Section 6. Unpaid Dues.* Membership in the Association shall be automatically canceled
36 for failure to pay dues within two (2) months of membership expiration. Members shall receive
37 notice prior to membership cancellation. Lapsed memberships shall be reinstated upon payment
38 of outstanding dues for the current membership year.

39 *Section 7. Suspension.* The Executive Board may suspend a member for cause by a two-
40 thirds (2/3) vote and may reinstate a suspended member by a two-thirds (2/3) vote.
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42 **ARTICLE IV. OFFICERS**

43 *Section 1. Association Officers.* The officers of the Association shall be a president; a
44 president-elect, who shall serve as vice-president; a treasurer; and an executive director. The
45 executive director serves as a non-voting, ex-officio member of the Executive Board and the
46 Council.

47 *Section 2. Duties.* The president, president-elect, executive director, and treasurer shall
48 perform the duties pertaining to their respective offices and such other duties as may be approved
49 by the Executive Board. The president, for the Executive Board, and the executive director, for the
50 headquarters staff, shall report annually to the Council. The executive director shall manage the
51 headquarters and its personnel, carry out the activities provided for in the budget, and perform
52 such other duties as may be assigned to the office.

53 *Section 3. Elected Officer Vacancies.* Upon a vacancy in the office of the president, the
54 president-elect shall assume the office thereby creating a vacancy in the office of the president-
55 elect. The Executive Board shall fill a vacancy in the office of the president-elect or the treasurer
56 within thirty (30) days of any such vacancy. An individual appointed by the Executive Board to
57 fill a vacancy shall serve in an interim capacity until a successor is elected.

58 59 **ARTICLE V. EXECUTIVE BOARD**

60 *Section 1. Composition.* The Executive Board of the American Library Association shall
61 consist of fifteen (15) personal members composed of the four (4) officers of the Association, the
62 immediate past president, and ten (10) councilors elected by the Council as follows: three (3) at-
63 large members, two (2) division members, one (1) round table member, one (1) chapter member,

one (1) American Association for School Librarians member, one (1) National Association of Librarians of Color (NALCo) member, and one (1) Rainbow Round Table member.

Section 2. Roles and Responsibilities. The Executive Board shall act for the Council in the administration of established policies and programs, and shall report on its activities at the next scheduled Council meeting. The Executive Board has fiduciary responsibility for the Association, manages the affairs of the Association, and delegates management of the day-to-day operations to the executive director. The Executive Board shall make recommendations to the Council with respect to matters of policy.

Section 3. Executive Board Terms. All elected officers and members of the Executive Board shall serve until the adjournment of the annual conference that follows the selection of their successors. The president-elect shall serve the first year after election as vice-president, the second year as president, and the third year as immediate past president. All other members of the Executive Board shall serve staggered terms of three (3) years or until their successors are elected.

Section 4. Executive Board Vacancies. A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment, and the person so appointed will serve until the following election. A vacancy in the office of the immediate past president shall be filled by a past president of the Association and appointed by the Executive Board.

Section 5. Appointments. The executive director shall be appointed by the Executive Board and shall hold office at its pleasure. An interim executive director may be appointed by the Executive Board to serve until a permanent appointment to the office is selected. The Executive Board shall fix the compensation of paid officers.

87 **ARTICLE VI. COUNCIL**

88 *Section 1. Council Duties.* The Council of the American Library Association shall be the
89 policy-making body of the Association. The Council shall delegate to the Association authority to
90 plan and carry out programs and activities within assigned fields of responsibility. The Council
91 shall have the authority to establish or dissolve a division, round table, or any other unit needed to
92 effect the work of the Association.

93 *Section 2. Composition and Terms.* Only personal members of the Association shall be
94 eligible for nomination to the Council from their respective constituencies. Furthermore:

95 A. Each division of the Association shall be entitled to one (1) councilor to be elected by
96 the respective members of the division;

97 B. Each round table with personal membership equal to or greater than one percent (1%)
98 of the total personal membership shall be entitled to elect one (1) councilor each, and
99 the remaining round tables jointly shall be entitled to one (1) councilor who shall be a
100 member of at least one of these round tables and shall be elected by the respective
101 members of these round tables.

102 C. Each chapter shall be entitled to one (1) councilor to be elected by the respective
103 members of the chapter;

104 D. Each of the National Associations of Librarians of Color (NALCos) shall be entitled to
105 one (1) councilor to be elected by the respective association;

106 E. Eighteen (18) councilors at-large shall be elected directly by the Association at large;

107 F. Elected members of the Executive Board shall be voting ex-officio members of the
108 Council.

110 *Section 3. Councilor Terms.* Councilors shall serve terms of three (3) years or until their
111 successors are elected. A councilor elected under this article shall continue to serve without
112 prejudice to any change that might occur in the size of the membership of the unit they are
113 representing. The terms of division, round table, and at-large councilors shall commence at the
114 adjournment of the final Council meeting of the annual conference following their election.
115 Chapters and NALCos shall accredit their councilors to the executive director in advance of the
116 first meeting after their election. No person shall serve in multiple Council positions
117 simultaneously as a member of the Council with the exception that members of the Executive
118 Board may also be an elected member, but such member shall have only one (1) vote when voting
119 in the Council.

120 *Section 4. Council Officers.* The president, president-elect, treasurer, and executive director
121 of the Association shall serve as officers of the Council, with the executive director serving as its
122 secretary.

123 *Section 5. Council Meetings.* The Council shall hold at least two (2) meetings each year,
124 of which one shall be held during the annual conference of the Association and any other(s) shall
125 be designated by the Executive Board or at the call of the president. A majority of the fixed
126 membership of the Council shall constitute a quorum for all meetings.

127 *Section 6. Council Vacancies.* A vacancy in the membership of the Council representing
128 the Association at large shall be filled at the following election to complete the unexpired term and
129 take effect immediately after the election is certified. A vacancy in the membership of the Council
130 representing a chapter, division, round table, or association may be filled by that respective
131 constituent on an interim basis. The interim councilor shall serve as a voting member until the next
132 regularly scheduled election.

Section 7. Council Succession. If a member is elected to the Council but declines the position during the period between the announcement of the annual election results and the seating of the new Council at the conclusion of the annual conference, the seat will be filled by the candidate who received the next highest number of votes in the annual election. If the election of a division or round table councilor was not contested, the division or round table shall accredit an interim councilor to the executive director in advance of the first meeting after selection. The interim councilor shall serve as a voting member of the Council to represent the division or round table until a councilor is elected in the next annual election and is seated in the new Council at the conclusion of the following annual conference.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting. There shall be an annual conference of the Association at such place and time determined by the Executive Board. During the annual conference, there shall be an annual meeting of the Association.

Section 2. Membership Meetings. A membership meeting consists of the voting members of the Association and may act upon all business in order. A membership meeting shall be held during the annual conference or at such other times as may be set by the Executive Board, the Council, or by membership petition. A membership petition must be filed with the executive director at least thirty (30) days before the proposed meeting with five percent (5%) or more voting members of the Association as of August 31st of each year. The Association, by a vote at a membership meeting, may refer any matter to the Council with recommendations and may require the Council to report on such matter at any specified meeting of the Association. Any question of

policy may, by a majority vote of the Council, be submitted to the Association to be voted upon either at a membership meeting or as the Council may determine. An action of the Council may be repealed by a majority vote of the Association in a vote in which a minimum of twenty-five percent (25%) of the personal members of the Association have cast a valid vote.

Section 3. Special Meetings. Special meetings of the Association may be called by the Executive Board, the Council, or by membership petition. At least thirty (30) days' notice shall be given, and only the business specified in the call shall be transacted. The Executive Board may arrange for regional meetings in an area covered by a regional chapter with consent of such chapter.

Section 4. Registration. Meetings or conferences of the Association may include a registration fee at the discretion of the Executive Board.

Section 5. Virtual Meetings. Meetings of the Association membership may be held virtually, and the Executive Board shall establish the procedures for such meetings.

Section 6. Voting. A majority vote, provided a quorum has participated shall be required for passage of any measure voted on by these means.

A. The Executive Board may authorize the method and time by which votes are to be taken by the Association and by the Council.

B. Votes in the Executive Board, the Council, committees, and task forces shall have the authority to set a time limit within which the votes of its members shall be recorded, but if no such time limit is set, no vote shall be counted unless received within thirty (30) days from the day the matter was voted upon.

Section 7. Quorum. Seventy-five (75) voting members shall constitute a quorum at membership meetings. The quorum for meetings of the Executive Board, the Council, and committees shall be a majority of the fixed voting membership.

ARTICLE VIII. COMMITTEES

Section 1. Committee Establishment. Standing committees of the Association shall be established and charged by the Council. Special committees of the Association shall be established and charged either by the Council or by the Executive Board.

A. *Standing Committees.* The standing committees of the Association listed in these bylaws shall be the Bylaws Committee, the Committee on Appointments, the Committee on Committees, the Committee on Organization, the Election Committee, the Nominating Committee, and the Policy Monitoring Committee. Other standing committees may be adopted by resolution of the Council. The Committee on Organization shall recommend to Council the name, size, composition, and charge of any such committee.

B. *Special Committees.* Any other committee without standing, including ad hoc committees, commissions, task forces, advisory committees, working groups, etc. established and charged either by the Council or by the Executive Board, whatever their name, shall be special committees. The term of a special committee shall automatically end with the fulfillment of its purpose but shall be limited to two (2) years unless otherwise extended to fulfill its purpose.

197 *C. Interdivisional or Joint Committees.* Interdivisional or joint committees shall be
198 established by the Council or by the Executive Board, either between divisions or with
199 other organizations, when the functions of the proposed committee cannot be
200 appropriately delegated to a single division or Association committee.

201
202 *Section 2. Appointments.* Committee appointments shall be made by the Executive Board,
203 upon the recommendation of the Association Committee on Appointments or the Council
204 Committee on Committees. The Executive Board shall appoint committees of the Association not
205 otherwise provided for. Only personal members of the Association shall be appointed to
206 committees except by authorization of the Executive Board.

207 *Section 3. Committee Terms.* The committee membership year shall be the same as the
208 conference year. Unless otherwise approved by the Executive Board or the Council, committee
209 members shall be appointed for terms of two (2) years or until their successors are appointed, and
210 may be reappointed for one (1) additional, consecutive term. In no case shall a person serve on a
211 committee for more than four (4) consecutive years. Appointments shall be made in such manner
212 as to provide continuity in membership.

213 *Section 4. Committee Vacancy.* Any vacancy occurring on a committee shall be filled by
214 appointment made by the president, and the new appointee shall serve in an interim capacity to fill
215 out the unexpired term until a successor is appointed.

216 *Section 5. Committee Removal.* Upon recommendation of either the chair of the committee,
217 officers of the Association, or division or round table member leadership, the Executive Board
218 may remove a committee member from a committee for cause by a two-thirds (2/3) vote and may
219 reinstate a member by a two-thirds (2/3) vote.

220 *Section 6. Expenditures.* No committee shall incur expense on behalf of the Association
221 except as authorized, nor shall any committee commit the Association by any declaration of policy
222 or statement.

223 **ARTICLE IX. DIVISIONS**

224 *Section 1. Purpose.* The purpose of a division, an internal unit of the American Library
225 Association, is to provide focused attention on library service and librarianship within and for a
226 particular type of library or a particular type of library activity, and to cooperate in the promotion
227 of general and joint enterprises within the Association and with other library groups. Each division
228 shall represent a field of activity and responsibility clearly distinct from that of other divisions. A
229 division shall have authority to act for the Association as a whole on any matter determined by the
230 Council to be the responsibility of the division.

231 *Section 2. Establishment.* The Council may establish a division with a minimum of five-
232 hundred (500) members of the Association who are interested in the same field of librarianship
233 upon petition of such a group. Under exceptional circumstances, the Council may admit as
234 divisions groups having fewer than five-hundred (500) members. If, in the opinion of the Council,
235 the usefulness of a division has ceased, the Council may dissolve a division by a majority vote at
236 two (2) consecutive Council meetings. A division that is going through the process of
237 discontinuance is entitled to Council representation until it is officially dissolved.

238 *Section 3. Governance and Limitations.* Each division shall be governed by the bylaws and
239 other applicable rules of the Association. To guide the officers and members in conducting the
240 affairs of a division which are particular to itself, the division shall adopt bylaws, policies, or
241 procedures, which shall not be in conflict with those of the Association. No division shall incur

expenses on behalf of the Association except as authorized, nor shall it otherwise commit the Association by any declaration of policy or other statement.

Section 4. Organization. Each division shall be organized under a board of directors with authority to make decisions of the division. Each division may establish committees, sections, and other subordinate units as may be required to execute the business of the division.

Section 5. Activities. A division may issue publications, hold meetings, retain or adopt a distinctive name, and, in general, carry-on activities along the lines of its interests. A division may be authorized to arrange a divisional conference under such conditions as the Executive Board may prescribe.

ARTICLE X. ROUND TABLES

Section 1. Purpose. The purpose of a round table, an internal unit of the American Library Association, is to provide an avenue for membership discussion, education, and response by library interest area or field of librarianship not represented within a division in order to implement and enhance the Association's goals and priorities.

Section 2. Establishment. The Council may authorize a round table of any group with a minimum of one-hundred fifty (150) members of the Association who are interested in a specific area of library interest or field of librarianship not within the scope of any division, upon petition of such group, which shall include a statement of purpose. Each round table shall maintain at least one hundred fifty (150) round table members, which is calculated at the end of the ALA fiscal year. Should a round table's membership count fall below one hundred fifty (150), the Committee on Organization shall present that round table with options to convert into or merge with an

existing unit of the Association, or be dissolved. Based on the affected round table's determined action, the Committee on Organization shall bring the action to the Council for a vote. The Council may dissolve a round table by a majority vote at two (2) consecutive meetings. A round table that is entitled to a councilor and is going through the process of dissolution is entitled to Council representation until it is officially dissolved.

Section 3. Governance and Limitations. Each round table shall be governed by the bylaws and other applicable rules of the Association. To guide the officers and members in conducting the affairs of a round table which are particular to itself, the round table shall adopt rules, which shall not be in conflict with those of the Association. No round table shall incur expenses on behalf of the Association except as authorized nor shall it commit the Association by any declaration of policy or other statement. The members of each round table shall choose officers to serve until the close of the next annual conference by ballot.

ARTICLE XI. CHAPTERS

Section 1. Purpose. The purpose of a chapter is to provide focused attention on general library service and librarianship within a particular geographic area, to provide geographic representation to the Council, and to cooperate in the promotion of general and joint enterprises with the Association and other library groups.

Section 2. Establishment. The Council may recognize a chapter in any state, province, territory, or region. No more than one (1) chapter of the American Library Association shall exist in any state, province, territory, or region. No state, provincial, or territorial association may be included in more than one (1) regional chapter. Any chapter may withdraw from chapter status,

provided the issue has been submitted to a vote of the chapter membership and is favored by a majority of the members voting; and provided further that notice of withdrawal is sent to the executive director. A chapter shall be removed from recognition as a chapter by the Council if it becomes inactive or fails to comply with the provisions of this article.

Section 3. Governance and Limitations. Any legally constituted state, provincial, territorial, or regional library association may be recognized as a chapter. A chapter may admit members who are not members of the American Library Association.

Section 4. Organization. Each state, provincial, territorial, or regional chapter shall be the final authority within the American Library Association regarding programs and policies that concern only the area for which the chapter is responsible, provided these are not inconsistent with any programs and policies established by the Council.

ARTICLE XII. AFFILIATED ORGANIZATIONS

Section 1. Qualifications. National and international organizations having purposes similar to those of the Association or to one or more of the Association's subdivisions may request to become an affiliated organization of the Association. Requests for affiliation are subject to approval by the Council.

Section 2. Limitations. The Association or any subdivision thereof may request to become an affiliate of other national or international organizations having purposes similar to those of the Association or to one or more of the Association's subdivisions. However, no subdivision of the Association may separately affiliate itself with an organization with which the Association is affiliated. Requests for affiliation are subject to approval by the Council. A division or round table

may affiliate with itself groups interested in the same field of library service or librarianship. Such groups may admit nonmembers of the Association.

ARTICLE XIII. FINANCES

Section 1. Review and Approval. The annual budget, including the annual estimates of income and budget objectives, shall be submitted for Executive Board review and approval as part of the budget process. Except for projects supported by grants to the Association, annual estimates of income shall be based upon the unexpended balance remaining from the previous fiscal year plus anticipated revenues for the next budgeted year. In no case may expenditures be budgeted in excess of the estimates of income arrived at in this manner except for projects supported by grants to the Association.

Section 2. Auditing. An audit of all accounts shall be made annually by an external auditor and reported to the Executive Board.

Section 3. Reporting. A report shall be made available annually to the membership on the Association's fiscal status, and at other times as directed by the Executive Board.

Section 4. Endowment Funds. Receipts from life memberships and all gifts for endowment purposes shall, subject to conditions attached thereto, constitute endowment funds. Subject to conditions legally incident thereto, such funds shall be in the custody of three (3) to six (6) appointed trustees.

Section 5. Endowment Trustees. Endowment trustees shall be appointed by the Executive Board annually to hold office for three (3) years from the date of appointment or until a successor is appointed. Trustee vacancies shall be filled by the Executive Board to complete unexpired terms.

Endowment Trustees shall have authority to hold, invest, reinvest, disburse, and otherwise deal with endowment funds in accordance with such directions as may be given them by the Executive Board, subject to conditions imposed by the donors of any such funds. The treasurer shall serve as a voting, ex-officio Endowment Trustee.

Section 6. Division and Round Table Finances. A division or round table shall establish annual dues subject to the approval of the Executive Board. All dues paid for membership in a division or round table may be put to the credit of that unit. Additional allotments may be made on the basis of need as determined by the Executive Board. All division and round table funds shall be held in the custody of the Executive Board, to be accounted for and disbursed by its designated officer on authorization of the division or round table officers. A division or round table shall have the right by vote of its members to impose additional fees. No unit shall incur expense on behalf of the Association except as authorized.

ARTICLE XIV. ELECTIONS

Section 1. Nominating Committee. Prior to each annual conference of the Association, the Executive Board, upon recommendation of the Association Committee on Appointments, shall appoint a Nominating Committee to nominate candidates for elective positions. The Nominating Committee shall nominate candidates from among the personal membership for the position of president-elect; for the position of treasurer; and for members at-large of the Council including any vacant member at-large positions. No member of the Executive Board shall serve on the Nominating Committee.

351 *Section 2. Reporting.* The Nominating Committee shall report its nominations at the
352 Council meeting prior to the annual election. No person shall be nominated by the committee
353 whose written consent has not been filed with the executive director of the Association.

354 *Section 3. Nominations.* Nominations determined as herein provided shall be placed before
355 the members of the Association on a ballot. The Nominating Committee shall also include on the
356 ballot other nominations filed with the executive director by petition of any two-hundred (200)
357 members of the Association for the position of president-elect and treasurer, and twenty-five (25)
358 members of the Association for the position of councilor-at-large, provided written consent of
359 these nominees have been filed with the executive director of the Association. For every election
360 of the Association, the Election Committee shall establish a closing date for the membership list.
361 Only members in good standing on that date shall receive a ballot and shall be entitled to vote.
362 Every member of the Association eligible to vote shall receive a ballot.

363 *Section 4. Qualification.* For each office, the candidate receiving the largest number of
364 votes shall be elected and shall be reported to the Association by the Election Committee. In the
365 case of a tie vote, the successful candidate shall be determined by lot conducted by the Election
366 Committee. In the event that a candidate for election as a councilor-at-large withdraws from or is
367 unable to continue candidacy in the period between the distribution of ballots and the reporting of
368 election results, the votes for that candidate shall be ignored.

369 *Section 5. Council Committee on Committees.* There shall be a Council Committee on
370 Committees made up of four (4) councilors elected for one-year terms by the Council. The
371 president-elect shall be the fifth member of this committee and its chair. The four (4) elected
372 members of the Council Committee on Committees shall be elected by ballot of the councilors

present and voting at the annual conference. Additional nominations for the Committee on Committees may be made by councilors from the floor.

The Council Committee on Committees shall nominate annually from among the current members of the Council three (3) at-large members, two (2) division members, one (1) round table member, one (1) chapter member, one (1) American Association for School Librarians member, one (1) National Association of Librarians of Color (NALCo) member, and one (1) Rainbow Round Table member for election by the Council to serve three-year terms on the Executive Board. Additional nominations for the Executive Board may be made by councilors from the floor. Upon election to the Executive Board, members shall continue to serve as councilors for the duration of their terms.

Section 6. Membership Referenda. By petition of one percent (1%) of the personal members as certified by the executive director, membership referenda shall be placed on the annual ballot for a vote except that no referenda ruled out of order shall be voted upon. A petition for a membership referendum must be filed with the executive director at least one hundred twenty (120) days before the annual conference.

ARTICLE XV. POLICIES

Section 1. Policies. Association policies, whether policies adopted by formal action of Council or other policies, shall be maintained in a manual available to all members. Policies may not conflict with a rule established in the bylaws.

393 *Section 2. Policy Monitoring Committee.* The Policy Monitoring Committee shall monitor
394 the accurate documentation and codification of ALA policy and shall prepare additions to or
395 changes in the ALA policy manual subject to approval by the Council.

397 **ARTICLE XVI. PARLIAMENTARY AUTHORITY**

398 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
399 govern the Association in all cases to which they are applicable and in which they are not
400 inconsistent with these bylaws and any special rules of order the Association may adopt.

402 **ARTICLE XVII. AMENDMENTS**

403 *Section 1. Amendments.* All proposals for amending the bylaws shall originate in the
404 Council. An adopted amendment shall become effective when it has been approved by a majority
405 of the members of the Council present and voting at a meeting of the Council, followed by
406 ratification by the members of the Association. The Council, on approving a proposed amendment,
407 shall direct the executive director to place the amendment on the annual ballot, for ratification by
408 the membership.

409 *Section 2. Notice.* Members shall be given at least thirty (30) days' notice of proposed
410 amendment or new bylaw. Publication of notice in *American Libraries* shall be considered
411 sufficient to fulfill the requirement of notice.

Section 3. Editorial Updates. The Council, upon recommendation of the Bylaws Committee, may make such editorial changes in these bylaws as do not change their substance and meaning.

ARTICLE XVIII. DISSOLUTION

Section 1. ALA may be dissolved by majority vote of the Executive Board. The Executive Board shall comply with all requirements of Massachusetts law applicable to the voluntary dissolution of a charity. After satisfaction of liabilities, any remaining funds shall be distributed to an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.