

Chinese American Librarians Association

Bylaws

(<http://cala-web.org/bylaws>)

First adopted 6/30/1980

Amended 6/28/1983

Amended 12/31/1995

Amended 2/28/1997

Amended 1/21/2002

Amended 5/20/2015

Amended 5/18/2016

Last revised and amended 5/28/2017

Article I. Membership

Section 1. Membership Categories and Dues

The Association shall have eight categories of membership. The membership dues for each category shall be determined by the board with the approval of a simple majority of members. Any changes to the membership dues should be determined by the board with a simple majority.

The annual membership dues for each of the categories are given below:

1. Regular Membership \$30.00
2. Student Membership \$15.00
3. Non-salaried Membership \$15.00
4. Overseas Membership \$15.00
5. Life Membership \$300.00
6. Honorary Membership Free
7. Institutional Membership \$100.00
8. Affiliated Membership \$100.00

Section 2. Membership Privileges

Individual members in good standing shall have the right to affiliate with one chapter, to vote, to be elected or appointed to any office of the Association or chapters, to have free access to online publications of the Association, to receive one free copy of the Association's journal(s), and to purchase other publications of the Association at a reduced rate.

Institutional members or affiliates in good standing shall have the right to vote through their designated representatives. Each institutional member or affiliate has one vote. Each institutional member or affiliate is entitled to receive one free copy of the Association's publications and have free access to online publications. Individual members of an affiliate can join the Association as personal members by paying the membership dues, which will entitle them to full membership privileges.

Section 3. Membership Year

Annual membership dues cover 12 months starting with the date of a member's application upon payment of the dues being received.

Article II. Membership and Program Meetings

Section 1. Annual Membership Meeting

There shall be an annual membership meeting to be held either in conjunction with the American Library Association Annual Conference, or in any place and on any date as decided by a two-thirds affirmative vote of the voting Board members. Each annual membership meeting shall consist of a program meeting.

Section 2. Special Membership Meetings

Special membership meetings may be called by the president, the Board, or by a petition signed by five percent or more of the voting members.

Section 3. Notice of Annual Meeting

The executive director shall be responsible for informing the members of the time, place, program, and agenda of each annual membership and program meeting via the Association's listserv or any other means at least fifteen days prior to such a meeting.

Section 4. Quorum

At any annual or special membership meeting, the presence of ten percent of the members with voting rights shall constitute a quorum. The quorum requirement also applies to any membership vote.

Section 5. Voting Between Annual Membership Meetings

In the event that a membership vote is required to address major issues concerning the Association arising between annual membership meetings, such a vote may be conducted in such a manner as the Board shall determine.

Article III. Board Meetings

1. Regular and Special Meetings. There shall be at least two regular meetings of the Board each year. The first meeting shall be held soon after the annual membership meeting. The second meeting may be held either in conjunction with the American Library Association Midwinter Meeting or prior to the next annual membership meeting. Special meetings of the Board may be called by the president, the executive director, or upon written request of any seven members of the Board. Board members are expected to attend at least one board meeting each year. Absence for two consecutive board meetings without prior written permission from the president will result in the removal of that director from the Board.

2. **Quorum and Voting.** At any regular or special board meeting, the presence of a simple majority of the members of the Board shall constitute a quorum. The president of the Association shall determine the presence of a quorum and call the meeting to order. If a quorum is not present, business transacted by the body shall be unofficial and nonbinding on the Association. The quorum requirement also applies to any vote conducted at board meetings. Any member who concurrently holds more than one board position shall only cast one vote. The presiding officer may break the tie if he/she hasn't already voted. If everyone has voted, and it is still a tie, then the motion is lost. Vote must be cast in person. Vote by proxy is not allowed.

Article IV. Duties of the Officers

Section 1. President

The president shall (1) have an overall responsibility in the programs and activities of the Association; (2) preside at all meetings of the members and of the Board; (3) appoint chairpersons for all standing committees and ad hoc committees from the membership of the Association with the advice of the Board, except for the chairperson of the Conference Program Committee who shall be the vice president/president elect, and the chairperson of the Nominating Committee who shall be the immediate past president; (4) be an ex-officio, non-voting member of all committees; (5) recommend to the Board such measures as he/she considers desirable to further the objectives and increase the effectiveness of the Association; (6) sign all contracts and other legal documents as co-signatory with the executive director; and (7) submit semi-annual and annual reports to the Board and membership through the executive director prior to the midwinter and annual meetings respectively.

Section 2. Vice President/President Elect

The vice president/president elect shall (1) assist the president in carrying out his/her duties; (2) serve as the Conference Program chairperson of the next annual program; (3) assume the duties and obligations of the president in the event of his/her absence or resignation; and (4) perform other duties as may be prescribed by the Board, the Executive Committee, or the president. The incoming vice-president/president elect shall (1) assist the Executive Board in carrying out their duties as prescribed by the Board; (2) assume the duties and obligations of the vice-president/president elect in the event of his/her absence or resignation; and (3) perform other duties as may be prescribed by the Board, the Executive Committee, or the president.

Section 3. Treasurer

The treasurer shall (1) collect and disburse all funds of the Association under the instruction of the Board or the Executive Committee; (2) sign all checks drawn on Association funds in accordance with budget provisions; (3) keep bank accounts which shall be open to inspections of all members of the Board; (4) balance bank accounts on quarterly basis and submit quarterly reports to the Board through the president and the executive director; (5) furnish periodically such financial statements as may be required by the Board, the president, and the executive director; (6) serve as an ex-officio member of the Finance Committee; (7) submit semi-annual

and annual reports to the Board through the president and the executive director prior to the midwinter and annual membership meetings; (8) submit an annual financial report at the annual membership meeting; and (9) co-sign the accounts of the Association with the executive director.

Section 4. Executive Director

The executive director shall (1) be the chief administrative officer of the Association; (2) assist the president and other officers of the Association in carrying out their responsibilities consistent with the policies established by the Board; (3) keep a record of the Board meetings and membership meetings; (4) communicate to members and to others such information as may be requested by the Board or the president; (5) serve as the liaison officer with the American Library Association, chapters and affiliates of the Association, and other outside agencies; (6) sign all contracts and legal documents as co-signatory with the president; (7) oversee bank accounts with the treasurer as co-signatory; and (8) perform other duties as may be prescribed by the Board or the Executive Committee.

Section 5. At-Large Directors

At-large directors shall (1) attend meetings of the Board and serve on committees of the Association, and (2) formulate and administer policies and programs that further the objectives of the Association.

Section 6. Journal Editor

The journal editor shall (1) edit and submit articles for publication in the journal of the Association in accordance with the editorial policies established by the Board, (2) oversee the publication and distribution of the journal, (3) prepare budget request and manage the authorized journal budget, (4) serve as an ex-officio member of the Publication Committee, and (5) submit semi-annual and annual reports to the Board through the president and the executive director prior to the midwinter and annual meetings.

Section 7. Newsletter Editor

The newsletter editor shall (1) edit, publish, and distribute the newsletter of the Association in accordance with the editorial policies established by the Board; (2) prepare budget request and manage the authorized newsletter budget; (3) serve as an ex-officio member of the Publication Committee; and (4) submit semi-annual and annual reports to the Board through the president and the executive director prior to the midwinter and annual meetings.

Section 8. Web Master

The web master shall (1) develop website and mailing listserv related policies; (2) manage the Association's server and Web-based application systems; (3) chair the Web Committee; and (4) submit semi-annual and annual reports to the Board through the president and the executive director prior to the midwinter and annual meetings.

Section 9. Committee Chairpersons

1. **Assessment and Evaluation Committee.** The Chairperson, with the help of the Committee members, is responsible for assessing and evaluating the Association's operations and strategic directions as the organizational level and providing feedback and suggestions for improvement.
2. **Awards Committee.** The chairperson, with the help of the Committee members, shall issue calls for nominations for the Distinguished Service Award for the Association, select and recommend a recipient for the Award in accordance with the criteria and guidelines established by the Board. **The Awards Committee will oversee and coordinate all other awards sub-committees, including the Scholarship Committee.**
3. **Conference Program Committee.** The chairperson, with the help of the Committee members, shall be responsible for the planning of the annual program.
4. **Constitution and Bylaws Committee.** The chairperson, with the help of the Committee members, shall review the Association's Constitution and Bylaws and make recommendations to the Board for amendment, and make sure that the Association's business is conducted as prescribed in the Constitution and Bylaws.
5. **Finance Committee.** The chairperson, with the help of the Committee members, shall review the financial situation of the Association and recommend to the president and the Board such measures, which will ensure a sound financial basis for the Association.
6. **International Relations Committee.** The chairperson, with the help of the Committee members, shall promote, coordinate, and support non-political international library-related activities and programs within the Association's objectives and guidelines. The chairperson shall also promote international cooperation, especially among librarians and libraries who share the same mission as the Association.
7. **Membership Committee.** The chairperson, with the help of the Committee members, shall keep an up-to-date membership roster, maintain complete membership records, recruit new members, publish and distribute a membership directory annually, and take charge of all membership activities.
8. **Nominating Committee.** The chairperson, with the help of the Committee members, shall seek nominations from the membership and present a slate of nominees for elective and appointive positions in the Association in accordance with the provisions in Article VII of the Bylaws.
9. **Public Relations/Fundraising Committee.** The chairperson, with the help of the Committee members, shall prepare and distribute news releases and organize fundraising events to support the Association's activities and programs within its objectives and guidelines.
10. **Publications Committee.** The chairperson, with the help of the Committee members, shall handle publication projects of the Association as prescribed by the Board and shall recommend to the Board any changes or improvements in the overall publication program and policies of the Association.
11. **Scholarship Committee.** The chairperson, with the help of the Committee members, shall issue calls for applications for scholarship opportunities in the Association, send announcements to the American Library Association accredited library schools, select scholarship recipients according to prescribed guidelines and inform the president, executive director, and the Board of Directors of the Committee decisions. In case of

special circumstances, including but not limited to no award, disputes, and/or cases involving conflict of interest, the Board of Directors shall make the final decision on the award(s).

12. **Web Committee.** The chairperson, with the help of the Committee members, is responsible for the continuous development and refinement of the Association's websites.

Article. V. Chapters

Section 1. Forming a Chapter

The Board may approve the establishment of a chapter of the Association in any region or well-defined geographic area based on the petition of at least ten members of the Association employed or residing within the area.

Section 2. Duties of Chapters

Each chapter shall promote the interests of the Association and the Association's program in its assigned territory. Chapter presidents and other officers must be personal members in good standing of the Association. Chapter presidents shall be members of the Board. Notwithstanding the provisions of Article IV of the Constitution, the term of office of a chapter president may be specified by chapter bylaws. Chapter president shall submit a report of chapter activities to the executive director of the Association twice a year, one for the midwinter meeting and one for the annual meeting. Chapter treasurer shall file a financial report with the treasurer of the Association twice a year.

Section 3. Membership in Chapters

All personal and institutional members of the Association, who are either employed or reside within a chapter's geographical boundaries as established by the Board, shall automatically be members of that chapter provided that membership dues are paid in accordance with Article 1 of the Bylaws. No individual or organization can become a chapter member unless the individual or the organization is already a member of the Association in good standing. If a member resides within the boundary of a chapter that is different than where he/she is employed, the member may designate which chapter he/she wishes to join.

Section 4. Chapter Bylaws

A chapter may adopt its own bylaws provided there is no conflict with the Constitution and the Bylaws of the Association. For chapters with their own bylaws, a current copy of the bylaws must be filed with the executive director.

Section 5. Chapter Officers

A chapter may elect its own officers. **Any member in good standing shall be eligible to be a candidate for office in the Chapter.** Each chapter shall have a minimum of **three** officers, consisting of a chapter president, a chapter vice president/chapter president elect, and a chapter

treasurer/membership chairperson. Chapter president is responsible for filing a copy of the elected chapter officers with the executive director.

1. Chapter Presidents. Chapter presidents are responsible to the Board for the overall activities of their chapters, ensuring that they are in consonance with the objectives of the Association. Chapter presidents are voting members of the Board. They shall submit semi-annual and annual reports of chapter activities to the Board through the executive director prior to midwinter and annual meetings.
2. Other Chapter Officers. A chapter may elect its own officers in close coordination with the Association. **Officers shall serve a term of one year. The local chapter has the right to extend the term for one additional year.** Chapter officers are ultimately responsible to the Association for general operations of their chapters. Chapter treasurer/membership officer shall file financial reports with the treasurer of the Association twice a year to safeguard the Association's legal status as a not-for-profit organization.
3. In the event that a chapter officer cannot fulfill the duties as prescribed in the Bylaws, the position should be vacated and re-assigned by the chapter president to another member of the chapter with the consent of the assignee. When necessary, a vacancy shall be filled by a special election or appointment defined by the local chapter bylaws. **In case no nomination or consent is made, the responsibilities for the vacancy shall be shared by the current elected officers until it is filled.**

Section 6. Chapter Funds

Each chapter may retain one-third of the dues collected from all membership categories. The remaining two-thirds shall be sent to the Association within two months upon receipt of the dues. If the dues are paid directly to the Association, the treasurer of the Association shall rebate one-third of the dues received to the chapter within two months of receipt of the dues.

Section 7. Dissolution and Reorganization of a Chapter

Dissolution and reorganization of a chapter may be proposed by the Board or through a petition signed by at least ten members of the concerned chapter and submitted in writing to the Board at least sixty days prior to the next board meeting. In case a chapter has no elected officers or has no chapter activities for at least one year, the Board may dissolve the chapter or urge the chapter to merge with another chapter near the same geographic region. A chapter may be dissolved or otherwise reorganized by an affirmative vote of at least a simple majority of the current chapter voting members, or on approval of the Board on reasonable grounds that it is believed such dissolution or reorganization to be in the best interest of the Association. In the event of a chapter being dissolved or reorganized, all chapter records and funds shall be fully discharged and forwarded to the Association through the executive director.

Article VI. Vacancies

Section 1

In the event of a vacancy in any at-large director position, the Executive Committee shall appoint a temporary replacement, from the runners-up of the most recent election, to serve the remainder of the three-year term. The replacement appointee must be a member in good standing of the Association.

Section 2

In the event of a vacancy in the office of president, the vice president/president elect shall succeed the office for the remainder of the term vacated and shall then continue to serve the term for which he/she was originally elected. In the event of a vacancy in the office of vice president/president elect, the incoming vice president/president elect shall succeed the office of vice president/president elect for the remainder of the term vacated and shall then continue to serve the term for which he/she was originally elected.

Section 3

In the event of a vacancy in the position of treasurer or executive director, a successor shall be elected from the membership of the Association at the next annual election to serve the remainder of the respective term. During the interim, the Executive Committee can appoint a temporary replacement from the at-large directors.

Section 4

In the event of a vacancy in the position of journal editor, newsletter editor, or webmaster, a successor from the membership in good standing of the Association shall be appointed by the Executive Committee of the Board to serve the remainder of the respective term.

Section 5

In the event of a vacancy in a committee chairperson's position, the president shall appoint a successor among the committee members to serve the remainder of the term.

Article VII. Nominations and Elections

Section 1

The Nominating Committee shall consist of the immediate past president of the Association and the chapter immediate past presidents or their designees. The chairperson of the Nominating Committee shall be the immediate past president of the Association. In the event that the immediate past president cannot accept the appointment, the president shall appoint a member from the Board of Directors to serve as the chairperson.

Section 2

At least thirty days prior to the midwinter meeting, the Nominating Committee shall present to the president and the executive director a list of nominees to fill the positions of the five outgoing Board members. The number of nominees shall be between five and ten. At the same time, the Nominating Committee shall also submit a slate of no more than three nominees for each of the positions of vice president/president elect and incoming vice president/president elect. In the event that the term of the treasurer or the executive director expires, or any of the positions becomes otherwise vacant, a slate of no more than three nominees for each of the positions shall also be submitted. The Committee shall seek the consent of each nominee prior to submission of the list. All nominees must be personal members in good standing with a record of participation in the activities and functions at various levels of the Association. All nominees are invited to attend the Board meetings.

Whenever possible, the list shall be published in the listserv, websites, or newsletter of the Association prior to the annual membership meeting. Additional nominations can be made by a petition signed by ten or more members with voting rights. The petition shall be sent to the chairperson of the Nominating Committee along with a written consent of the nominees at least sixty days before the voting deadline.

Section 3

A written consent should be recorded.

Section 4

The election of the Board of Directors and other elected officers as specified in Article VI, Section 1 of the Constitution shall be by ballot. The nominee who receives the largest number of votes for any office shall be elected. In case of a tie vote, the successful candidate shall be determined by lot. Rules for conducting such elections shall be prescribed by the Board, and the ballots cast shall be canvassed by the executive director and a committee appointed by the president.

Section 5

When necessary, with the approval of the Board, an election may be conducted by mail or electronic vote in accordance with the provision in Article VIII of the Bylaws.

Article VIII. Electronic or Mail Vote

Whenever any action requires a vote of the general membership or the Board, the executive director shall prepare the ballots, including instructions for use. The executive director shall notify the membership or the Board of Directors that they may vote, and return the marked ballots to the executive director on or before a specified date. The date so specified shall be no more than thirty days nor less than twenty days from the distribution of the ballot. The executive director shall oversee the tellers in the counting of all ballots.

Article IX. Amendments

Section 1

Amendments to the Bylaws may be proposed by the Board or through a petition signed by at least twenty-five voting members of the Association. Proposals originating in the Board shall be approved by a two-thirds vote of the Board of Directors before submission to the general membership. Proposals originating by petition shall be submitted in writing to the Board at least sixty days prior to the next annual membership meeting and shall be presented to the members with the recommendations of the Board.

Section 2

Any proposed amendment to the Bylaws shall be ratified at an annual membership meeting by a vote of two-thirds of the voting members of the Association present at the meeting, or if determined by the Board, by mail or electronic vote of two-thirds of the voting members of the Association. The text of proposed amendment must be distributed to the general membership at least fifteen days prior to the meeting or voting.

Article X. Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect CALA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. Representatives of CALA including but not limited to members of Executive Board, elected officials, committee and task force chairpersons or co-chairpersons, chapter presidents and officers shall avoid any conflict between their respective personal, professional, or business interests and the interests of CALA, in any and all actions taken by them on behalf of CALA in their respective capacities.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations.

Rules and procedures are defined in the Conflict of Interest Policy.

Article XI. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Association.