

Proposed Changes to CALA's Constitution and Bylaws

Submitted by the 2018-2019 Constitution and Bylaws Committee
Approved by the Board of Directors at 2019 Mid-Winter Annual Meeting

Note: *All change proposals have been reviewed and vetted by the attorney who specializes in tax-exempt nonprofit organizations*

Summary:

The 2017-18 C&B Committee conducted a tremendous amount of research prior to recommending these changes. Many hours and thoughts were spent on the research, committee discussion and extracting the changes to present them more clearly.

The overall guiding principles for Constitution should contain the purposes, aims and overall philosophy that your organization aims to serve. The old one has way too many rules and process that don't belong to Constitution. Even with the changes, many shouldn't remain here by definition.

Bylaws are to describe the rules and process to serve the purposes, philosophy and principles. Most important rule of thumb for bylaws are they should be reviewed at least every 5 years or so to remain current, flexible and relevant. Number 1 rule is NOT to make bylaws too difficult to amend. And always leave out any practice or processes that have never been followed. These are clearly the goals these changes intend to achieve.

While it seems daunting, most changes are minor with simple wording changes. And all the changes aim to make CALA more professional and efficient.

References on Bylaws:

Amending Bylaws <<https://www.legalzoom.com/articles/what-information-must-be-put-into-corporate-bylaws>>

"The bylaws should contain specific rules as to how they can be amended. It should also state who can recommend amendments and how these amendments will be voted upon. It is important that bylaws are current and accurately represent the organization and its membership. Therefore, bylaws should be revised every five years, in order to stay current with the most up-to-date rules and regulations."

What Bylaw should do to avoid common pitfalls:

<<https://www.venable.com/insights/publications/2013/10/the-15-most-common-nonprofit-bylaw-pitfalls-how-to>>

1. Keep it current
2. Keep it flexible
3. Leave details for policies, NOT bylaws
4. Don't make bylaws too difficult to amend

What to Include and what to Leave out:

<<http://charitylawyerblog.com/2010/05/17/nonprofit-bylaws-what-to-include-and-what-to-leave-out/#ixzz5J16wXgKg>>

Constitution Wording Changes

The following seven (7) sets of proposed changes to the Constitution were approved by the Board (2018-2019) in January 2019. All the changes need membership's final approval.

Current version: <https://cala-web.org/constitution>

New version with changes:

https://cala-web.org/files/docs/b-c/newCB_for_2019CALAelection_20190225.pdf

* Proposed Change #1: (Constitution) Article VI. Officers, Section 1. Elected Officers:

Current:

The treasurer serves a two-year term and can be re-elected for a second consecutive term.

New:

The treasurer serves a two-year term and can be reappointed by the Board for a second consecutive two-year term.

Rationale:

To increase efficiency in work by Treasurer and financial stability for CALA. Transitions takes very long time to process paperwork (by the banks). The reappointment will only occur AFTER being elected for two-year term.

* Proposed Change #2: (Constitution) Article VI. Officers, Section 2. Appointed Officers: 1. Journal Editor.

Current:

1. Journal Editor. The Board shall appoint a journal editor from the membership of the Association for a three- year term. The journal editor can be re-appointed for a second consecutive term.

New:

1. Journal Editor. The Board shall appoint Journal Editor for a three-year term, which can be re-appointed for a second consecutive three-year term. The Journal Editor shall be a member on the Publications Committee.

Rationale

Substantive change occurs in the 2nd sentence only. As a good practice for efficiency, Journal editor should be required as a member of the Publication Committee

* Proposed Change #3: (Constitution) Article VI. Officers, Section 2. Appointed Officers: 2. Newsletter Editor.

Current:

2. Newsletter Editor. The Board shall appoint a newsletter editor from the membership of the Association for a three-year term. The newsletter editor can be re-appointed for a second consecutive term.

New:

2. Newsletter Editor. The Board shall appoint Newsletter Editor for a three-year term, which can be re-appointed for a second consecutive three-year term. The Newsletter Editor shall be a member on the Publications Committee.

Rationale:

Substantive change occurs in the 2nd sentence only. As a good practice for efficiency, Newsletter editor should be required as a member of the Publication Committee

* Proposed Change #4: (Constitution) Article VI. Officers, Section 2. Appointed Officers: 3. Web Master.

Current:

3. Web Master. The Board shall appoint a web master from the membership of the Association for a three-year term. The web master can be re-appointed for a second consecutive term.

New:

3. Webmaster. The Board shall appoint Webmaster for a three-year term, which can be re-appointed for a second consecutive three-year term. The Webmaster shall chair the Web Committee.

Rationale:

Substantive change occurs in the 2nd sentence only. As a good practice of efficiency, the Web master should chair the Web Committee

*Proposed Change #5: (Constitution) Article VI. Officers, Section 2. Appointed Officers: 4. Committee Chairpersons.

Current:

4. Committee Chairpersons. The president, with the advice of the Board, shall appoint all chairpersons of standing committees. The existing standing committees are (1) the Awards Committee, (2) the Conference Program Committee, (3) the Constitution and Bylaws Committee, (4) the Finance Committee, (5) the International Relations Committee, (6) the Membership Committee, (7) the Nominating Committee, (8) the Public Relations/Fundraising Committee (9) the Publications Committee, (10) the Scholarship Committee, and (11) the Web Committee.
 - a. The chairperson of the Conference Program Committee shall be the vice president/president elect. The chairperson of the Nominating Committee shall be the immediate past president. The chairpersons of the Conference Program Committee, the Nominating Committee, the Awards Committee, and the Scholarship Committee shall be appointed for a one-year term and cannot be re-appointed for a consecutive term.
 - b. The chairperson of the Web Committee shall be the web master of the Association. The appointment is for a three-year term and can be re-appointed for a second consecutive term.
 - c. All other committee chairpersons shall be appointed for a one-year term and can be re-appointed for a second consecutive term for the same committee.

- d. To ensure a smooth transition of the committee work the outgoing chair of the committee should pass onto the incoming chairperson documents and necessary information in writing, by email, phone, or in- person meeting.

New:

4. Committee Chairpersons. The president, with the advice of the Board, shall appoint all chairpersons of standing committees, as outlined in the Bylaws.

[Note: The remaining text "The existing ..." and sub-points (a-d) will be deleted.]

Rationale:

According to the research, Constitution should contain the purposes, aims and overall philosophy that your organization aims to serve. Specifics on what committees etc. should be left out.

* Proposed Change #6: (Constitution) Article VI. Officers, Section 2. Appointed Officers: 5. Committee Members.

Current:

Each standing committee (with the exception of Scholarship Committee) shall appoint at least one member to serve staggered terms to ensure continuity.

New:

Each standing committee shall appoint at least one member to serve staggered terms to ensure continuity.

Rationale:

According to the research, Constitution should contain the purposes, aims and overall philosophy that your organization aims to serve. Specifics on what committees etc. should be left out.

* Proposed Change #7: (Constitution) Article IX. Affiliates:

Current:

The Association is an affiliate of the American Library Association. Upon the approval of the Board, the Association can accept other associations with similar interests and common objectives as affiliates.

New:

The Association is an affiliate of the American Library Association, (ALA) and International Federation of Library Associations and Institutions (IFLA). The Association is also a member of the Joint Council for Librarians of Color (JCLC). Upon the approval of the Board, the Association can accept other associations with similar interests and common objectives as affiliates.

Rationale:

New and updated facts: To increase international prominence, CALA has been recently affiliated with IFLA and JCLC, in addition to with ALA.

Bylaws Wording Changes

The following eleven (11) sets of proposed changes to the Bylaws were approved by the Board (2018-2019) in January 2019. All the changes need membership's final approval.

Current version: <https://cala-web.org/bylaws>

New version with changes:

https://cala-web.org/files/docs/b-c/newCB_for_2019CALAelection_20190225.pdf

* Proposed Change #1: (Bylaws) Article I. Membership, Section 1. Membership Categories and Dues:

Current:

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

New:

There are several categories of membership. The determination of categories/due and the changes thereafter shall be approved by the Board with a simple majority before Association election each year. The annual membership dues for each category are posted on CALA's website.

[Note: The categories (1-8) will be deleted.]

Rationale:

According to Research, bylaws shouldn't include the level of details such as membership types and dues; and should allow flexibility for change/update.

* Proposed Change #2: (Bylaws) Article I. Membership, Section 2. Membership Privileges:

Current:

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.

New:

Personal due-paying members in good standing shall be entitled to vote, be elected or appointed to any office of the Association or his/ her local chapters, have free access to Association's general publications, and be eligible for awards and scholarship application offered by the Association.

[Note: The second paragraph, 'Institutional members ...' will be deleted.]

Rationale:

According to Research, bylaws shouldn't include the level of details such as membership types and dues; and should allow flexibility for change/update.

* Proposed Change #3: (Bylaws) Article II. Membership and Program Meetings, Section 4. Quorum and Section 5. Voting Between Annual Membership Meetings:

Current:

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.

New:

[Note: These two sections will be deleted.]

Rationale:

State of Illinois already has defined the quorums. There is no need for the Bylaws to repeat to cause confusion or even potential conflicts.

* Proposed Change #4: (Bylaws) Article III. Board Meetings:

Current:

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...

New:

Section 1. Regular and Special Meetings

There shall be at least two regular meetings of the Board each year. The meetings shall be held in person or online either in conjunction with the American Library Association Midwinter or Annual conferences, or as called by the President. Board members are expected to attend at least fifty percent of the called board meetings 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.

Section 2. Quorum and Voting

At any regular or special board meeting...

Rationale:

The old was too wordy and reflective of times when online meetings were not possible. The new one reads better and more clearly

* Proposed Change #5: (Bylaws) Article IV. Duties of the Officers Section 9 Committee Chairpersons

Current:

Article IV. Duties of the Officers Section 9. Committee Chairpersons

{Listing each standing committee}

New:

Article IV. Officers and Committees Section 9. Committees.

1. Establishment of Committees

- 1) In order to carry out the business of the Association, the Board shall establish standing committees and ad hoc committees (including taskforces).
- 2) The President, with the help from the Board, shall appoint all the chairpersons of the committees.

2. Standing Committees

- 1) Standing committees provide essential administration, general and advisory roles to the Association.
- 2) The President, with the approval of the Board, shall determine if all standing committees shall be formed in the year, or recommend the form of new standing committees.
- 3) The committee chairpersons shall be appointed for a one-year term and can be re-appointed for a second consecutive term for the same committee, unless noted otherwise. To ensure a smooth

transition of the committee work the outgoing chair of the committee should pass onto the incoming chair documents and necessary information in writing, by email, phone, or in-person meeting. The chairperson and the President shall determine the committee members. Members are eligible for reappointment unless specifically stated otherwise.

- 4) The standing committees and their responsibilities are in the Handbook of CALA Officers

3. Ad Hoc Committees and Taskforces

All other committees authorized by the President with approval from Board shall be ad hoc committees with life of the committee determined by the President.

Rationale:

According to multiple research, the old version is exactly what experts advise to avoid due to too rigid and too specific.

“it is generally preferable to streamline the bylaws and reduce the need to pass amendments by simply stating how committees may be created and abolished. It is also important to state in the bylaws what authority may be delegated to committees and what actions must be taken by the full board. Committees can then be created and abolished by board resolution rather than a cumbersome bylaw amendment. “Nonprofit bylaws: what to include and what to leave out

All the specific committees should be moved to the Handbook of Officers, where the committees and duties can be updated to reflect CALA’s practices.

* Proposed Change #6: (Bylaws) Article V. Chapters, Section 5. Chapter Officers:

Current:

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.

New:

Each chapter shall have at minimum a chapter president and a chapter vice president/chapter president elect.

Rationale:

Chapters are having difficulty in filling the officer positions, per a few earlier Board Meeting discussions. Remove the “3” allows for flexibility

*Proposed Change #7: (Bylaws) Article V. Chapters, Section 5. Chapter Officers: 2.

Current:

2. Other Chapter Officers. 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.

New:

2. Other Chapter Officers. The optional positions of Chapter treasurer/membership officer shall file financial reports timely with the treasurer of the Association twice a year, or upon request, to

safeguard the Association's legal status as a not-for-profit organization. The role of vacant treasurer/membership officers may be assumed by the Association treasurer/membership officer upon the approval of Executive Committee.

Rationale:

The new words add flexibility to ensure CALA's staying current on all legal and tax requirements

* Proposed Change #8: (Bylaws) Article V. Chapters, Section 6. Chapter Funds:

Current:

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.

New:

[Note: No change to the current content, but the following will be added to the end of the paragraph after the dues.]

Chapters maintain autonomy in deciding how the funds are expended. However, Chapter Funds are considered part of the Association asset, and therefore shall be expended under the same guidelines.

Rationale:

The change better defines the proper use of Chapter funds

* Proposed Change #9: (Bylaws) Article VII. Nominations and Elections, Section 2:

Current:

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.

New:

[Note: The underlined text in the above Current paragraph will be deleted.]

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. The Nominating Committee shall 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.

Rationale:

Sometimes a chapter election may overlap with the elected board members. The changes remove specific numbers to allow for flexibility, and improve the sentence structure.

* Proposed Change #10: (Bylaws) Article VII. Nominations and Elections, Section 5:

Current:

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.

New:

Section 5

Voting should be conducted electronically. Eligible members who don't have access to online ballot are permitted to vote by mail. Electronic or mail vote shall follow the provision in Article VIII of the Bylaws.

Rationale:

The change reflects the current time where online voting should be the primary practice.

* Proposed Change #11: (Bylaws) Article IX. Amendments, Section 1:

Current:

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.

New:

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 majority 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.

Rationale:

It is important that bylaws are current and accurately represent the organization and its membership. Therefore, bylaws should be revised every five years, in order to stay current with the most up-to-date rules and regulations. And the change makes it more effective for CALA to propose and implement any updates necessary.