

Chinese American Librarians Association
Constitution

(http://cala-web.org/constitutions)

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[Note: This is a cleaned version with the proposed changes highlighted for your voting reference only. Please see the exact changes in the 2019 election ballots.]

Article I. Name

This organization shall be known as the Chinese American Librarians Association (CALA), incorporated under the General Not for Profit Corporation Act of the State of Illinois, hereafter referred to as the "Association", and in Chinese as 華人圖書館員協會(Hua Ren Tu Shu Guan Yuan Xie Hui).

Article II. Objectives

The objectives of the Association shall be:

1. To enhance communication among Chinese American librarians as well as between Chinese American librarians and other librarians;
2. To serve as a network for discussing and advancing professional interests and development opportunities relevant to all members.
3. To promote Sino-American librarianship and library services; and
4. To provide a vehicle whereby Chinese American librarians may cooperate with other associations and organizations having similar or allied interests.

Article III. Membership

Any individual or corporate body interested in the mission of the Association is considered a member upon payment of the dues as provided for in the Bylaws.

The term of membership is defined in Article I of the Bylaws. Membership “in good standing” refers to unexpired status at the time of event, including voting, nomination and election, etc.

Article IV. Official Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June. The terms of office for all elected and appointed officers, as specified in Article VI of the Constitution, will commence at the first meeting of the Board of Directors held after the annual membership meeting, and shall continue until each of their specific terms of office expires.

Article V. Board of Directors

Section 1. Make-up of the Board of Directors

1. The Board of Directors shall consist of the president; vice president/president elect; incoming vice president/president elect for the following year, hereafter referred to as the incoming vice president/president elect; treasurer; executive director; immediate past president; fifteen at-large directors; and all chapter presidents.
2. The president, vice president/president elect, incoming vice president/president elect, treasurer, immediate past president, executive director, and chapter presidents shall serve on the Board of Directors during their respective terms of office.
3. The at-large directors shall each serve a three-year term. Their terms shall be staggered so that one-third of the directors shall be elected each year.
4. The nomination of directors shall take into consideration the geographical representation.

Section 2. Powers of the Board

The Board of Directors, hereafter referred to as "the Board", shall be the decision-making body, empowered by the general membership to adopt policies, appoint officers as specified in the Constitution and Bylaws, approve the budget, review the Association's activities and transactions, and determine the participation of the Association in joint programs with other organizations. The Board shall also retain powers not otherwise specified in the Bylaws for the well-being of the Association and its membership. The Board is a governing body.

Section 3. Board Meetings

There shall be at least two regular meetings of the Board each year.

At any regular or special board meeting, the presence of a simple majority of the members of the Board shall constitute a quorum.

Section 4. Executive Committee

There shall be an Executive Committee of the Board, consisting of the president, vice president/president elect, incoming vice president/president elect, treasurer, immediate past president, and executive director. The incoming vice president/president elect is a non-voting

member of the Committee. The Executive Committee shall possess all authority of the Board to act between board meetings, except with respect to the following matters:

1. Actions requiring general membership approval
2. Amendment or repeal of any portion of the Bylaws
3. Amendment of any resolution of the Board unless so authorized by the Board

Article VI. Officers

Section 1. Elected Officers

The elected officers, who must be personal members in good standing, are (1) president, (2) vice president/president elect, (3) incoming vice president/president elect, (4) treasurer, and (5) executive director. The terms for the president, vice president/president elect, and incoming vice president/president elect are for one year each. After that, the president becomes the immediate past president, the vice president/president elect becomes the president, and the incoming vice president/president elect becomes the vice president/president elect. They cannot be re-elected for a consecutive term. **The treasurer serves a two-year term and can be reappointed by the Board for a second consecutive two-year term.** The executive director serves a three-year term and can be re-elected for a second consecutive term. *[Note: proposed change #C001]*

Section 2. Appointed Officers

The appointed officers, who must be personal members in good standing, are (1) journal editor, (2) newsletter editor, (3) web master, (4) committee chairpersons, (5) committee members, and (6) ad hoc committee chairperson and members.

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.** *[Note: proposed change #C002]*
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.** *[Note: proposed change #C003]*
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.** *[Note: proposed change #C004]*
4. **Committee Chairpersons.** The president, with the advice of the Board, shall appoint all chairpersons of standing committees, **as outlined in the Bylaws.** *[Note: proposed change #C005]*
5. **Committee Members.** The president, in consultation with each chairperson, shall appoint all committee members from the membership of the Association. The number of members in each committee, including the chairperson, shall be an odd number. The exact number of members in each committee is to be decided by the president. **Each**

standing committee shall appoint at least one member to serve staggered terms to ensure continuity. *[Note: proposed change #C006]*

- a. The treasurer shall be an ex-officio member of the Finance Committee. Chapter membership chairpersons shall be members of the Membership Committee of the Association. The journal editor, newsletter editor, chairperson of the Membership Committee, and web master shall be ex-officio members of the Publications Committee.
 - b. Appointments for the Nominating Committee members shall be the immediate past chapter presidents. Appointments for the Membership Committee shall comprise all chapter membership chairpersons. When an immediate past chapter president or a Membership Committee chairperson is unable to serve, the president shall appoint a substitute from that chapter.
 - c. The members 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 serve a second consecutive term. The members of the Membership Committee, the Finance Committee, the Publications Committee, the Constitution and Bylaws Committee, the International Relations Committee, the Public Relations/Fundraising Committee and the Web Committee shall be appointed for a staggered two-year term and can be re-appointed for a consecutive term.
 - d. To keep an accurate record of vacancies and re-appointments, chairpersons shall list the term of each member in their annual reports.
6. Ad Hoc Committee Chairperson and Members. The president may appoint ad hoc committees when necessary and stipulate the terms and charges of the chairperson and members for each ad hoc committee.

Article VII. Membership and Program Meetings

1. There shall be an annual membership meeting that consists of a program meeting.
2. Special membership meetings may be called by the president, the Board, or by petition of members as provided for in the Bylaws.

Article VIII. Chapters

1. The Board may approve the establishment of a chapter of the Association in any region or well-defined geographic area based on the guidelines specified in the Bylaws.
2. Each chapter shall promote the interests of the Association.
3. Dissolution and reorganization of a chapter may be proposed by the Board or by petition of members as provided for in the Bylaws.

Article IX. Affiliates

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. *[Note: proposed change #C007]*

Article X. Amendments

Section 1

Amendments to the Constitution 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 its members 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

Notice containing the text of proposal shall be sent to each voting member at least fifteen days prior to a vote.

Section 3

Any proposed amendment to the Constitution shall be ratified by a vote of two-thirds of the voting members of the Association present at the annual membership meeting, or, if decided by the Board, by a vote of two-thirds of the voting members of the Association in an electronic or mail ballot.

Chinese American Librarians Association

Bylaws

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

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[Note: This is a cleaned version with the proposed changes highlighted for your voting reference only. Please see the exact changes in the 2019 election ballots.]

Article I. Membership

Section 1. Membership Categories and Dues

There are several categories of membership. The determination of categories/dues 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: proposed change #B001]*

Section 2. Membership Privileges

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: proposed change #B002]*

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.

[Note: Section 4 and 5 – deleted. proposed change #B003]

Article III. Board Meetings

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. *[Note: proposed change #B004]*

Section 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. Officers and Committees *[Note: proposed change #B005]*

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. Committees. *[Note: proposed change #B005]*

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.

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 at minimum a chapter president and a chapter vice president/chapter president elect.** Chapter president is responsible for filing a copy of the elected chapter officers with the executive director. *[Note: proposed change #B006]*

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. **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.** *[Note: proposed change #B007]*
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.

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. *[Note: proposed change #B008]*

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 web master, 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. [Note: Some text – deleted. proposed change #B009] 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. 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

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. *[Note: proposed change #B010]*

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 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. *[Note: proposed change #B011]*

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.