

**Chinese American Librarians Association**  
***Constitution***

(https://cala-web.org/constitution)

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*[Note: This is a cleaned version with the proposed changes highlighted for your voting reference only.]*

**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** *[Note: proposed change #001]*; **Vice President/President Elect** *[Note: proposed change #001]*; incoming **Vice President/President Elect** *[Note: proposed change #001]* for the following year, hereafter referred to as the incoming **Vice President/President Elect** *[Note: proposed change #001]*; treasurer; **Executive Director** *[Note: proposed change #001]*; immediate past **President** *[Note: proposed change #001]*; fifteen **At-Large Directors** *[Note: proposed change #001]*; and all chapter **Presidents** *[Note: proposed change #001]*.
2. The **President** *[Note: proposed change #001]*, **Vice President/President Elect** *[Note: proposed change #001]*, incoming **Vice President/President Elect** *[Note: proposed change #001]*, treasurer, immediate past **President** *[Note: proposed change #001]*, **Executive Director** *[Note: proposed change #001]*, and chapter **Presidents** *[Note: proposed change #001]* shall serve on the Board of Directors during their respective terms of office.
3. The **At-Large Directors** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* 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** [Note: proposed change #001], **Vice President /President Elect** [Note: proposed change #001], incoming **Vice President/President Elect** [Note: proposed change #001], treasurer, immediate past **President** [Note: proposed change #001], and **Executive Director** [Note: proposed change #001]. The incoming **Vice President/President Elect** [Note: proposed change #001] is a non-voting

member of the Committee. The Executive Committee shall possess all authority of the Board to act between **Board** [Note: proposed change #001] 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** [Note: proposed change #001], (2) **Vice President/President Elect** [Note: proposed change #001], (3) incoming **Vice President/President Elect** [Note: proposed change #001], (4) treasurer, and (5) **Executive Director** [Note: proposed change #001]. The terms for the **President** [Note: proposed change #001], **Vice President/President Elect** [Note: proposed change #001], and incoming **Vice President/President Elect** [Note: proposed change #001] are for one year each. After that, the **President** [Note: proposed change #001] becomes the immediate past **President** [Note: proposed change #001], the **Vice President/President Elect** [Note: proposed change #001] becomes the **President** [Note: proposed change #001], and the incoming **Vice President/President Elect** [Note: proposed change #001] becomes the **Vice President/President Elect** [Note: proposed change #001]. 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** [Note: proposed change #001] serves a three-year term and can be re-elected for a second consecutive term.

**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.
- 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.

3. Webmaster. The Board shall appoint Webmaster for a three-year term, which can be reappointed for a second consecutive three-year term. The Webmaster shall chair the Web Committee.
4. Committee Chairpersons. The **President** *[Note: proposed change #001]*, with the advice of the Board, shall appoint all chairpersons of standing committees, as outlined in the Bylaws.
5. Committee Members. The **President** *[Note: proposed change #001]*, 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** *[Note: proposed change #001]*. Each standing committee shall appoint at least one member to serve staggered terms to ensure continuity.

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- a. *[Note: proposed change #008]*. 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** *[Note: proposed change #001]*. Appointments for the Membership Committee shall comprise all chapter membership chairpersons. When an immediate past chapter **President** *[Note: proposed change #001]* or a Membership Committee chairperson is unable to serve, the **President** *[Note: proposed change #001]* 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, *[Note: proposed change #008]* 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 **Chairpersons** *[Note: proposed change #003]* and Members. The **President** *[Note: proposed change #001]* 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** *[Note: proposed change #001]*, 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 Chinese American Librarians Association (CALA) is an affiliate of the American Library Association (ALA), and a member of the International Federation of Library Associations and Institutions (IFLA), and the Joint Council of 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 #009]*

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## **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*

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

First adopted 6/30/1980

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## 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.

### 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 **their** *[Note: proposed change #006]* local chapters, have free access to Association's general publications, and be eligible for awards and scholarship application offered by the Association.

### 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** *[Note: proposed change #001]*, 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** *[Note: proposed change #001]* 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.

## 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** *[Note: proposed change #001]* meetings each year. Absence **from** *[Note: proposed change #005]* two consecutive **Board** *[Note: proposed change #001]* meetings without prior written permission from the **President** *[Note: proposed change #001]* will result in the removal of that director from the Board.

### Section 2. Quorum and Voting

At any regular or special **Board** *[Note: proposed change #001]* meeting, the presence of a simple majority of the members of the Board shall constitute a quorum. The **President** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* meetings. Any member who concurrently holds more than one **Board** *[Note: proposed change #001]* position shall only cast one vote. The presiding officer may break the tie if **they haven't** *[Note: proposed change #006]* already voted. If everyone has voted, and it is still a tie, then the motion is lost. Vote must be cast in person **or online** *[Note: proposed change #004]*. Vote by proxy is not allowed.

## Article IV. Officers and Committees

### Section 1. President

The **President** *[Note: proposed change #001]* 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** *[Note: proposed change #001]*, and the chairperson of the Nominating Committee who shall be the immediate past **President** *[Note: proposed change #001]*; (4) be an ex-officio, non-

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voting member of all committees; (5) recommend to the Board such measures as **they consider** *[Note: proposed change #006]* 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** *[Note: proposed change #001]*; and (7) submit semi-annual and annual reports to the Board and membership through the **Executive Director** *[Note: proposed change #001]* prior to the midwinter and annual meetings respectively.

## **Section 2. Vice President/President Elect**

The **Vice President/President Elect** *[Note: proposed change #001]* shall (1) assist the **President** *[Note: proposed change #001]* in carrying out their duties; (2) serve as the Conference Program chairperson of the next annual program; (3) assume the duties and obligations of the **President** *[Note: proposed change #001]* in the event of **their** *[Note: proposed change #006]* absence or resignation; and (4) perform other duties as may be prescribed by the Board, the Executive Committee, or the **President** *[Note: proposed change #001]*. The incoming **Vice President/President Elect** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* in the event of their absence or resignation; and (3) perform other duties as may be prescribed by the Board, the Executive Committee, or the **President** *[Note: proposed change #001]*.

## **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** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]*; (5) furnish periodically such financial statements as may be required by the Board, the **President** *[Note: proposed change #001]*, and the **Executive Director** *[Note: proposed change #001]*; (6) *[Note: proposed change #008]* submit semi-annual and annual reports to the Board through the **President** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]* prior to the midwinter and annual membership meetings; (7) *[Note: proposed change #007]* submit an annual financial report at the annual membership meeting; and (8) *[Note: proposed change #007]* co-sign the accounts of the Association with the **Executive Director** *[Note: proposed change #001]*.

## **Section 4. Executive Director**

The **Executive Director** *[Note: proposed change #001]* shall (1) be the chief administrative officer of the Association; (2) assist the **President** *[Note: proposed change #001]* 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** *[Note: proposed change #001]*; (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** *[Note: proposed change #001]*; (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**

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**At-Large Directors** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]* 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 **President** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]* prior to the midwinter and annual meetings.

## **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 task forces).
- 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 reappointed 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

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### 3. Ad Hoc Committees and Task Forces *[Note: proposed change #005]*

All other committees authorized by the President with approval from *the [Note: proposed change #004]* Board shall be ad hoc committees with *the term [Note: proposed change #005]* 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 [Note: proposed change #001]* and other officers must be personal members in good standing of the Association. Chapter *Presidents [Note: proposed change #001]* shall be members of the Board. Notwithstanding the provisions of Article IV of the Constitution, the term of office of a chapter *President [Note: proposed change #001]* may be

specified by chapter bylaws. Chapter **President** *[Note: proposed change #001]* shall submit a report of chapter activities to the **Executive Director** *[Note: proposed change #001]* 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.

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### **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 **they are** *[Note: proposed change #006]* employed, the member may designate which chapter **they wish** *[Note: proposed change #006]* 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** *[Note: proposed change #001]*.

### **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** *[Note: proposed change #001]* and a chapter **Vice President**/chapter **President Elect** *[Note: proposed change #001]*. Chapter **President** *[Note: proposed change #001]* is responsible for filing a copy of the elected chapter officers with the **Executive Director** *[Note: proposed change #001]*.

1. Chapter Presidents. Chapter **Presidents** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* are voting members of the Board. They shall submit semi-annual and annual reports of chapter activities to the Board through the **Executive Director** *[Note: proposed change #001]* 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.

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** *[Note: proposed change #001]* 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.

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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.

## **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** *[Note: proposed change #001]* 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** *[Note: proposed change #001]*.

## Article VI. Vacancies

### Section 1

In the event of a vacancy in any **At-Large Director** *[Note: proposed change #001]* 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** *[Note: proposed change #001]*, the **Vice President/President Elect** *[Note: proposed change #001]* shall succeed the office for the remainder of the term vacated and shall then continue to serve the term for which **they were** *[Note: proposed change #006]* originally elected. In the event of a vacancy in the office of **Vice President/President Elect** *[Note: proposed change #001]*, the incoming **Vice President/President Elect** *[Note: proposed change #001]* shall succeed the office of **Vice President/President Elect** *[Note: proposed change #001]* for the remainder of the term vacated and shall then continue to serve the term for which **they were** *[Note: proposed change #006]* originally elected.

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### Section 3

In the event of a vacancy in the position of treasurer or **Executive Director** *[Note: proposed change #001]*, 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** *[Note: proposed change #001]*.

### 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** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* of the Association and the chapter immediate past **Presidents** *[Note: proposed change #001]* or their designees. The chairperson of the Nominating Committee shall be the immediate past **President** *[Note: proposed change #001]* of the Association. In the event that the immediate past **President** *[Note: proposed change #001]* cannot accept the appointment, the

**President** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* and the **Executive Director** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* and incoming **Vice President/President Elect** *[Note: proposed change #001]*. In the event that the term of the treasurer or the **Executive Director** *[Note: proposed change #001]* 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.

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## **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** *[Note: proposed change #001]* and a committee appointed by the **President** *[Note: proposed change #001]*.

## **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.

## **Article VIII. Electronic or Mail Vote**

Whenever any action requires a vote of the general membership or the Board, the **Executive**

**Director** *[Note: proposed change #001]* shall prepare the ballots, including instructions for use. The **Executive Director** *[Note: proposed change #001]* shall notify the membership or the Board of Directors that they may vote, and return the marked ballots to the **Executive Director** *[Note: proposed change #001]* 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** *[Note: proposed change #001]* 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.

### **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

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Association. The text of the 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 **CALA** *[Note: proposed change #005]* 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** *[Note: proposed change #001]* 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.



## **Code Legend**

#001: Upper/lower case change

#002: Grammar - deletion

#003: Grammar edits: plural form

#004: Grammar - addition

#005: Grammar - phrase

#006: Gender-neutral language

#007: Number change

#008: Deleted since the Finance Committee no longer exists.

#009: Edited as suggested by Michael Huang, and approved, CALA Board Meeting, Jan 24, 2022