

# **Liberty Chapter of the Medical Library Association, Inc. Bylaws**

## **ARTICLE I. Name and Boundaries**

### **Section 1. Name**

The name of this organization shall be "Liberty Chapter of the Medical Library Association, Inc."

### **Section 2. Boundaries**

The boundaries of this Chapter shall be those counties south of and including Sullivan, Ulster, and Dutchess in the State of New York, all counties in the States of Delaware and New Jersey, and that portion of the State of Pennsylvania bounded by the Delaware River to the east, the New York State border on the north, the State of Maryland to the south and to the west, the eastern border of the counties of Bedford, Blair, Centre, Clinton, and Potter.

## **ARTICLE II. Purpose**

The purpose of this Chapter shall be to promote health sciences libraries by fostering the educational and professional growth of health sciences librarians and information specialists in the Liberty Chapter region.

## **ARTICLE III. Membership**

### **Section 1. Members**

Both members and nonmembers of the Medical Library Association (MLA) may belong to this Chapter.

### **Section 2. Rights and Privileges**

**A.** Voting members of this Chapter shall consist of all members, except that only Voting Members of the Medical Library Association shall be qualified to move or to vote on recommendations to the Chapter Council regarding MLA policies or actions, or to vote on the selection of the Chapter's Representative and Alternate Representative to the Chapter Council.

**B.** Officers of this Chapter with Medical Library Association responsibilities shall be Voting Members of the Medical Library Association. This shall include, but not be limited to, the Chapter Chair, Chair-Elect, Chapter Council Representative, and Alternate Representative to the Chapter Council.

### **Section 3. Dues**

**A.** Dues shall be determined by a majority vote of those present and eligible to vote at an Annual Meeting of the Chapter. Dues shall be payable on an annual basis for the period of one calendar year. Chapter dues shall not exceed MLA membership dues for Regular Members.

**B.** Chapter dues shall be payable on joining the Chapter and thereafter (on receipt of an invoice from the Chapter) on February 1st.

**C.** The fiscal year of this Chapter shall be the calendar year.

**D.** If dues are unpaid by April 1st, the dues shall be considered in arrears and without further notice the member shall be suspended from all rights and privileges.

## **ARTICLE IV. Officers**

### **Section 1. Officers and Term of Office**

**A.** Elective officers of the Chapter shall be a Chair, a Chair-Elect, an Immediate Past-Chair, a Secretary, a Treasurer, a Treasurer-Elect, an Immediate Past Treasurer, two Board Members

at-Large, a Representative to the Chapter Council, and an Alternate Representative to the Chapter Council.

**B.** The term of office of the Chair shall be one year as Chair-Elect, two years as Chair, and one as Immediate Past Chair. An individual may not serve more than one successive term as Chair-Elect/Chair/Immediate Past Chair.

**C.** The term of office of the Secretary shall be two years. An individual may not serve more than one successive term as Secretary.

**D.** The term of office of the Treasurer shall be one year as Treasurer-Elect, two years as Treasurer, and one year as Immediate Past Treasurer. An individual may not serve more than one successive term as Treasurer-Elect/Treasurer/Immediate past Treasurer.

**E.** The term of office of the Board Members at-Large shall be two years. The two positions shall be staggered, so that one is elected each year. An individual may not serve more than one successive term as Board Member at-Large.

**F.** The term of office of the Representative to the Chapter Council shall be three years, except that if the Representative's term be made shorter by action of the Council or the Bylaws of the Medical Library Association, the term will coincide with that action.

**G.** The term of office of the Alternate Representative to the Chapter Council shall be the same as that of the Representative.

**H.** Elected officers, except Representative to the Chapter Council and Alternate Representative to the Chapter Council, shall take office at the close of the Chapter Annual Meeting or following their election and serve, unless they resign, die, become incapacitated, or are removed, until the close of the Chapter Annual Meeting at the end of their terms of office or until their successors are elected and assume their duties. The Representative to the Chapter Council and the Alternate Representative to the Chapter Council shall take office at the close of the MLA Annual Meeting, or as stipulated by the Chapter.

## **Section 2. Duties**

**A.** The duties of the Chair shall be to preside over all meetings and to represent the Chapter at all times and on all occasions not in conflict with any other officer's defined duties and responsibilities, to submit an Annual Report to MLA Headquarters by the date requested, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**B.** The duties of the Chair-Elect shall be to serve as Chair whenever the Chair is not able to do so, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**C.** The duties of the Immediate Past-Chair shall be to review and oversee any necessary changes to the policy and organizational manual, (in years when there is not a Chair-Elect) to serve as Chair when the Chair is not able to do so, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**D.** The duties of the Secretary shall be to be responsible for incoming and outgoing correspondence, to prepare minutes of all meetings, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**E.** The duties of the Treasurer shall be stewardship of the organization's financial affairs, to receive and account for all monies due to the organization, to disburse funds at the direction of

the Board, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**F.** The duties of the Treasurer-Elect shall be to serve as Treasurer whenever the Treasurer is not able to do so, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**G.** The duties of the Immediate Past-Treasurer shall be to review and oversee any necessary changes to the financial sections of the policy and organizational manual, (in years when there is not Treasurer-Elect) to serve as Treasurer when the Treasurer is not able to do so, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**H.** The duties of the Board Members at-Large shall be to represent the interests of the membership at large on the Board of Directors and perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

**I.** The duties of the Representative to the Chapter Council shall be to represent the Chapter on the MLA Chapter Council by attending the meetings of the Council, to transmit to the Council recommendations that have been approved by the Chapter, to communicate Council business to the officers and membership of the Chapter.

**J.** The duties of the Alternate Representative to the Chapter Council shall be to attend the meetings of the Chapter Council, to serve as Representative whenever the Representative is unable to do so, to assume the office of Representative and serve out the unexpired term should the Representative become unable to complete the term of office.

### **Section 3. Nominations and Elections**

**A.** The Nominating Committee shall consist of five members, two members to be elected during even numbered years and three members to be elected during odd numbered years. Each shall serve a term of two years. The Nominating Committee shall choose its own chair. No one may serve more than one successive term as a member of the Nominating Committee.

**B.** The Nominating Committee shall prepare annually a slate of (at least one, but more are preferred) nominee(s) for each elective officer whose term expires.

**C.** Ballots shall be distributed to the voting membership by the Nominating Committee at least 30 days prior to the Chapter's Annual Meeting and shall be received by the Nominating Committee by the date previously announced for counting ballots. Voting shall take place by electronic means, using a method that ensures de-identification of ballots. Candidates shall be declared elected upon receiving a majority of the votes cast. Where there are more than two candidates, a plurality shall elect.

### **Section 4. Vacancies**

**A.** A vacancy arising in the office of Chair shall be filled by the Chair-Elect, who shall cease to be Chair-Elect, shall serve out the unexpired term of the Chair, and shall continue as Chair for the full succeeding term to which they were elected.

**B.** A vacancy arising in the office of Treasurer shall be filled by the Treasurer-Elect, who shall cease to be Treasurer-Elect; shall serve out the unexpired term of the Treasurer; and shall continue as Treasurer for the succeeding term to which they were elected.

**C.** A vacancy arising in the office of Representative to the Chapter Council shall be filled by the Alternate Representative, who shall cease to be Alternate Representative, and shall serve out the unexpired term of the Representative.

D. A vacancy arising in any other elected office shall be filled by the Board of Directors.

#### **Section 5. Candidate for the MLA Nominating Committee Membership**

A. The name of one Voting Member of the Medical Library Association, chosen by the Nominating Committee, shall be submitted each year to the Chapter Council as a potential candidate for membership on the MLA Nominating Committee by the date previously announced by the Council. The potential candidate shall prepare a biographical statement and a signed statement of willingness-to-serve if elected as a member of the MLA Nominating Committee. This statement shall accompany the name submitted.

B. No one shall serve on the MLA Nominating Committee as a voting member for more than one term during a period of five years.

### **ARTICLE V. Meetings**

#### **Section 1. Meetings**

At least one meeting shall be held in each fiscal year. Additional meetings may be held. One meeting of the Chapter shall be called the "Annual Meeting." All meetings shall be held at a time and place convenient for members. Notice of all meetings shall be disseminated to the membership at least thirty (30) days in advance of the meeting date.

#### **Section 2. Electronic Meetings**

Meetings of the Chapter, the Board of Directors, and Standing and Special Committees shall be conducted either in person or by electronic means in which all persons participating in the meeting can interact with each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting. Any ballot votes ordered by the Board or Committee Chair shall be conducted either in person or electronically.

#### **Section 3. Quorum**

Thirty-five (35) members shall constitute a quorum of this Chapter.

### **ARTICLE VI. Board of Directors**

#### **Section 1. Board of Directors**

The elected officers of this Chapter shall constitute the Board of Directors. The Chairs of all standing and ad hoc committees shall be ex-officio non-voting members of the Board of Directors.

#### **Section 2. Duties**

The Board of Directors shall have general supervision of the affairs of this Chapter between its Business Meetings, fix the time and place of meetings, make recommendations to the membership, and shall perform such other duties as are specified in these bylaws and by the parliamentary authority adopted by the organization.

### **ARTICLE VII. Committees**

#### **Section 1. Standing Committees**

A. The Board of Directors shall establish standing committees to consider matters of the Chapter that require continuity of attention by the members. The Board of Directors shall recommend the name of each committee.

B. The Chair in consultation with the Board of Directors, shall designate and announce committee chairs (with the exception of the Nominating Committee) by the beginning of their

term of office (or when a vacancy occurs) and when these appointments shall take effect. Committee Chairs shall designate committee members at the beginning of their term of office (or when a vacancy occurs), and submit them to the Board of Directors for approval. Unless otherwise approved by the Board of Directors, members of standing committees shall be appointed for terms of two years, and may be reappointed for a second term. The Chair shall have the discretion to terminate appointments. Neither the Chair nor the Chair-Elect shall serve on or appoint members to the Nominating Committee.

### **Section 2. Special Committees**

The Chapter Chair may appoint such other special committees as are necessary with the advice and consent of the Board of Directors.

### **Section 3. Committee Reports**

Each committee shall submit an annual report of its activities to the Chapter Chair prior to the compilation of the Annual Chapter Report for submission to MLA Headquarters.

## **ARTICLE VIII. Dissolution**

In the event of dissolution of this Chapter, all liabilities and obligations shall be paid or adequate provision made for payment. Any assets not so disposed shall be disposed of by consensus of the Board of Directors of the Chapter to one or more organizations that at the time qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States internal revenue law). No funds shall benefit any individual member of the Chapter. If no consensus is met, remaining assets shall be distributed to the Medical Library Association, Inc. within six months as long as the Medical Library Association, Inc. shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code. The Chapter charters shall be returned to MLA Headquarters.

## **ARTICLE IX. Parliamentary Authority**

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

## **ARTICLE X. Amendment of Bylaws**

These bylaws may be amended by a two-thirds vote, provided that the amendment has been submitted in writing to the membership at least thirty (30) days prior to the vote being taken.

December 14, 1981

Amended October, 1982

Amended October, 1983

Amended November 1, 1985

Amended October 31, 1986

Amended October 23, 1987

Amended November 2, 1988

Amended November 2, 1989

Revised November 15, 1990

Amended October 26, 1992

Amended October 18, 1993

Amended September 11, 1994

Revised/Amended October 23, 1995

Revised October 28, 1997

Amended October 19, 1999

Amended October 4, 2004

Amended September 30, 2005

Corrected August 8, 2010

Amended October 6, 2010

Last updated October 6, 2010

Amended August 15, 2016

Amended October 19th, 2021. \*Amendments to Article 1 go into effect after the changes are made to the Certificate of Incorporation.

Revised October 27, 2022 with the following provisos:

1. This revision shall not go into effect until the close of the Chapter's 2022 annual meeting.
2. Officers elected during the 2022 election shall have their terms of office adjusted so as to comport with this Bylaws revision.