

MICHIGAN ACADEMIC LIBRARY ASSOCIATION INC. (MI-ALA), BYLAWS

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be the Michigan Academic Library Association Inc. (MI-ALA or Association).

Section 2: The purposes of the Association are:

- Provide opportunities for professional development, scholarship, information sharing, growth, leadership, and committee service for all academic librarians and library staff in any college, community college, or university libraries in Michigan, library science students, and retired librarians;
- Strive to advance academic librarianship, libraries, and services in Michigan;
- Serve as catalyst for statewide collaboration and as a connector to national academic library interests, including ACRL;
- Educate and inform appropriate communities of the value and contributions of academic libraries and librarians in Michigan.

Section 3: The principal office of MI-ALA within the state of Michigan shall be as determined by the Board of Directors (hereafter referred to as Board).

Section 4: The MI-ALA was formed for academic librarians, library staff, and library science students and libraries and will serve as the professional home for anyone who works in or wishes to show support for academic libraries in Michigan.

Section 5: Nonprofit Operation. The Association shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or comparable provisions of subsequent legislation, as a Michigan Nonprofit Corporation.

Notwithstanding any other provisions of these bylaws, all activities shall comply with the requirements of the Certificate of Incorporation and the Bylaws of the Association.

No Director, Officer, or other member of the Association shall have any title to or interest in the corporate or Association property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, or other private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 1: Application for membership shall be open to individuals and organizations that support MI-ALA. Individual membership is available to anyone who has an interest in Michigan academic libraries, including library/information school students. Institutional membership is available to any organization that wishes to support MI-ALA and is not limited to academic libraries. Continuing membership is contingent upon being up-to-date on membership dues.

Section 2: Institutional members of MI-ALA shall appoint one representative to act on the institution's behalf, to receive mailings, speak for the institution, and represent the institutional member at meetings and in elections. The representative shall have automatic membership in the Association with all the rights and responsibilities of individual members.

Section 3: Each individual member and each institutional member shall have a single vote on matters that come before the Association membership meeting and elections.

Section 4: The Board shall have the authority to establish and define voting and non-voting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual membership meeting shall be set by the Board who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board membership. A written request signed by ten percent of the members may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each member, by email or by mail, not less than ten business days before the meeting. Notice is given to each member at the last address or email address as it appears in the membership roster.

Section 4: Quorum. Members present in person, by phone, or electronically who represent ten percent of the membership entitled to vote at a membership meeting shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Association and may delegate responsibility for day-to-day operations to the Association's President, Executive Committee, committees, and sections.

The Board shall have eleven members.

- President
- Vice-President/President-elect
- Immediate Past-President
- Secretary
- Treasurer
- Community College Representatives (2)
- Private Colleges & Universities Representatives (2)
- Publicly funded Universities Representatives (2)

The board members receive no compensation other than reimbursement of reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly. Meeting dates shall be set according to Board policy.

Section 3: Board Elections. Members of the Association shall elect board members in annual elections according to procedures determined by the Board. Nominees recommended by the Board Nominations Committee shall be current members of the Association.

Section 4: Terms. All Board members shall serve two-year terms, and are eligible for re-election to a second two-year term. The first Board election will take place in spring 2015 following a call for nominations. The first elected board will have seats with staggered terms of 1 and 2 years.

For purposes of continuity and in order to establish staggered terms, the one-year term positions will be held by current Interim Board members selected by the members of the Interim Board. These representatives will be eligible to serve a second two-year term.

Section 5: Interim Board. In fall of 2014, an Interim Board of seven members will assume governance responsibilities until June 30, 2015.

Section 6: Notice. An official Board meeting requires that each Board member have advance written notice of at least five business days.

Section 7: Quorum. A quorum must be attended in person, by phone, or electronically by at least fifty percent plus one of the Board members before business can be transacted or motions made or passed.

Section 8: Budget. The Board must approve the budget, and all expenditures must be within the budget.

Section 9: Officers and Duties. There shall be five officers of the Board consisting of a President, Vice President/President-elect, Immediate Past-President, a Secretary, and a Treasurer. For the first board elections in 2015, the President, Vice-President/President-elect and Secretary shall be elected by the membership. The Treasurer shall be determined by the Interim board. In subsequent elections the Vice President/President-elect, Secretary, and Treasurer shall be elected.

Their duties are as follows:

- **President:** In the event that the Michigan ACRL chapter affiliates with MI-ALA, the President will also serve as the President of the Michigan ACRL Chapter and delegate to the ACRL Chapters Council. The President shall convene Board meetings, shall preside at each meeting. In the absence of the President, the Vice-President/President-elect preside at the meeting; in the absence of both officers, the Secretary or Treasurer shall preside.
- **Vice-President/President-elect:** The Vice-President/President-elect will serve in the President's absence as needed, will serve on the Conference Planning Committee, and will serve in any other capacity as directed by the President. The President-elect will be selected by the membership each year and will succeed to be President the following year.

- Treasurer: The board shall have the control and management of the Association's funds. The Treasurer shall work with the Association's fiscal agent, require and review all financial statements from the fiscal agent, shall provide financial reports as required by the Board, and shall work with individual committees, sections, and interest groups to determine income/expense needs.
- Secretary: The Secretary shall keep the minutes of meetings of the Board and the Executive Committee and have approved minutes posted to the web site; see that all required notices are duly and timely given; and be custodian of the records of the Association.
- Past President: Past President shall serve as the chair of the Nominations Committee and assume any duties assigned by the President.

Section 10: Vacancies. If a member of the Board shall, for any reason, cease to be a Member, the individual shall automatically cease to be a member of the Board. The President of the Board may, with the approval of the Board of Directors, ask for the resignation of a member of the Board of Directors for reasons of misconduct or dereliction of official responsibilities. The President of the Board may, with the approval of the Board, fill a vacancy on the Board by appointing an interim Board member to serve out the term of the vacancy until the next regularly scheduled election for the position.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the President, Executive Committee, or five members of the Board. Notices of special meetings shall be sent by the Secretary to each Board member five business days in advance.

ARTICLE V – COMMITTEES, SECTIONS AND INTEREST GROUPS

Section 1: The President, in consultation with the Board, may create committees as needed. There shall be two standing committees – Executive Committee and Nominations Committee – where the chair is a member of the Board. Members of the Board shall serve as liaisons to the Conference Planning, Membership, and Communications Committees.

Section 2: Executive Committee. The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation, Bylaws, and selection of the association's fiscal agent, the Executive Committee shall have the authority to transact the regular business of the association between meetings of the Board, subject to the direction and control of the Board.

Section 3: Conference Planning Committee. The Conference Planning Committee will oversee the planning for MI-ALA's annual conference. The Vice President/President-elect will serve as the board member on the committee.

Section 4: Nominations Committee. The Nomination Committee will recruit nominees for Association officers, board seats, section officers, and at-large members. The Nominations Committee shall be chaired by the Past President and will have at least five other members so that there are two representatives from each of the three types of academic libraries.

Section 5: Membership Committee. The Membership Committee will oversee assessment of value added services for members, advise the board on membership fees, answer membership questions and follow up with non-renewing members, etc.

Section 6: Communications Committee. The Communication Committee will oversee member communications, including updating the web site. Members are responsible for using the member listservs for appropriate purposes such as communication of MI-ALA programs, sharing committee, section, and Interest Group information, discussions, or questions. Committee is responsible for staying abreast of new communication methods and assessing whether the new technologies would benefit the organization.

Section 7: Sections. The Sections will be the major subdivision under the Board and will have elected officers and board members. Each section board will have a chair, a chair-elect, a secretary, and two at-large members. Elections for the section board's chair-elects, secretaries, and at-large members will occur each spring, and will be recruited through a call for nominations from the membership. An Association officer or Board member will be assigned to serve on each section, providing a link to the Board. The Board will fill any vacancies that occur until the next election.

- Collections (CL). The CL Section will be concerned with everything related to the print, non-print, and electronic materials that academic libraries collect and steward. The CL Section board will be responsible for approving applications for relevant CL Interest Groups and coordinating their activities. Areas that would be part of the Collections Section include copyright, metadata, conservation, archives, digital preservation, resource sharing, technical services and acquisitions. These are meant only as a representative sample and not an exhaustive list.
- User Experience (UX). The UX Section will be concerned with all the ways that libraries help users find research, library materials, and other information, whether it is located within the library, outside the library on campus, or in remote online repositories and databases. The UX Section board will be responsible for approving applications for relevant UX Interest Groups and coordinating their activities. Areas that would be part of the User Experience Section include web site development, digital content stewardship, embedded librarianship, digital humanities, data mining and information literacy. These are meant only as a representative sample and not an exhaustive list.
- Administration (AD). The AD Section will be concerned with all administrative and managerial aspects of academic libraries. The AD Section board will be responsible for approving applications for relevant AG Interest Groups and coordinating their activities. Areas that would be part of the Administration Section include budgeting, personnel management, and leadership development. These are meant only as a representative sample and not an exhaustive list.

Sections may be added or deleted as Association evolves and the profession changes by a positive vote of two-thirds members of the Board.

Section 8: Interest Groups. Interest Groups [IG] will be the heart of the Association. They will be created by association members and can only come about when a group of members shows enough interest and enthusiasm to form an IG. These could be short-term or long-term groups. They could form to address an issue or hot-topic that is of interest for a specified amount of time. An IG could also be

long-term and exist for several years, kept lively and vital by continued interest on the part of association members. An IG may also dissolve if activity ceases.

Each Interest Group will have a chair, chair-elect, and secretary. Elections for the IG board's chair-elects and secretaries will occur each spring, and will be recruited through a call for nominations from IG members. Nominated individuals must be a member of the IG for which they are nominated.

Interest Groups will form by submitting an application to the appropriate section. The application will certify that at least five association members are interested in the topic. It will have a contact person, a statement of purpose, an annual plan (if the IG is going to exist for more than a year), and list of initial membership. Upon receipt of the application, the section board will review the application for these elements and if present, the IG will be established. It will be listed among active IGs on the association's web site, along with contact information for those who wish to become part of it.

The IG secretary will be responsible for submitting minutes or reports of meetings to the section board within fifteen working days of meetings; section board will forward minutes for publication on the web site.

Although there is no expectation that an IG will create a proposal for the annual conference or sponsor a workshop, members are encouraged to consider those possible activities as effective vehicles for sharing expertise and providing leadership opportunities. An IG could form simply as a way for association members to converse with each other about their specialties.

If an IG does not meet or submit a report of its meetings for two years, it will automatically cease to exist and be removed from the list of active IGs.

ARTICLE VI – RIGHT TO INDEMNIFICATION

Section 1: Right to Indemnification. Each individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that such individual is or was a director or officer of the Association shall be indemnified and held harmless by the Association to the fullest extent authorized by the Michigan Nonprofit Corporation Act and other applicable laws of the State of Michigan, as the same exist or may hereafter be amended, against reasonable expenses, judgments, penalties, fines, and amounts paid in settlement incurred by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of such indemnitee's heirs, executors and administrators. However, this indemnification shall not apply if the corporation or another director has filed suit against a director or officer. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of the Corporation, agreement or vote of disinterested directors or otherwise.

ARTICLE VII - FISCAL YEAR

Section 1: Fiscal Year. The Fiscal Year shall begin July 1 and end June 30.

Section 2: The Board shall determine the fee for individual and institutional membership at least two months prior to the end of the fiscal year and review the fee structure on a three-year cycle.

Section 3: Members who have not renewed their membership sixty days after the end of the previous membership year shall be removed from membership.

ARTICLE VIII – PARLIAMENTARY PROCEDURE

Section 1: The rules contained in Robert’s Rules of Order (latest edition available) shall govern the association in all meetings, motions, and decision in which they are not inconsistent with these bylaws.

ARTICLE IX – AMENDMENTS

Section 1: These Bylaws may be amended, if not contrary to the general policies of the Association before a duly called membership meeting and by approval of two-thirds of the members present at the meeting in which a quorum is present.

Such changes shall be made know to the membership via electronic means and posted on the web site at least ten business days in advance of the membership meeting.

Proposed amendments should be submitted to the Secretary of the Association, at least two months prior to the membership meeting, reviewed and supported by the Board before being placed on the web site and notification sent out to the membership for approval.

ARTICLE X – DISSOLUTION

Section 1: If MI-ALA ceases operations, the Board, after satisfying all liabilities, may elect to hold any assets for three years in contemplation of resuming operations. If operations do not recur, dissolution begins and the assets will be distributed to organizations exempt from tax under Section 501(c)3 of the Internal Revenue Code as may be designed by the last Board.

Approved 12/17/14

MIALA Interim Board