

Bylaws

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Purpose

Administration

Board of Directors

Committees

Members

Officers

Updated April 30, 2014 at the Annual Business Meeting

Updated May 17, 2017 at the Annual Business Meeting

ARTICLE I – NAME

The name of this Corporation is THE ASSOCIATION OF BOSTON LAW LIBRARIANS, INC. ("the Association").

ARTICLE II – PURPOSES

The purpose of the Association shall be:

- (a) To cultivate the science of law librarianship;
- (b) To develop and increase the usefulness of law libraries and other informational resources and services relating to the practice of law in the greater Boston area;
- (c) To provide a forum for professional discussion, communication and exchange of experience and ideas;
- (d) To carry on such other activities as may be incidental to the foregoing purposes or as may be permitted under Chapter 180 of the Massachusetts General Laws, or any successor provision, which an entity exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code may conduct.

ARTICLE III - MEMBERSHIP CLASSIFICATION

1. Individual Memberships

- (a) Any information professional or paraprofessional may become an Individual Member of the Association upon payment of dues and upon approval by the Membership Chair;
- (b) In the event that an individual member moves, resigns from the association, or has a change in employment status, the membership will remain with the person or institution that paid the dues, unless approved otherwise by the Board of Directors.

2. Vendor Memberships

Any person employed by a library-related for-profit business entity may become a Vendor Member upon payment of dues and upon approval by the Membership Chair.

3. Shared Memberships

Two persons may apply for a shared membership provided they share the same position within the same institution and receive approval from the Membership Chair.

4. Student Memberships

Any library school student may become a Student Member upon payment of dues (student rate) and upon approval by the Membership Chair.

5. Life Members

The Membership Chair may nominate to the Board of Directors a candidate for Life Membership which the Board may approve for a full Association vote, at the Business Meeting, by the majority vote of those present.

6. Voting Rights and Privileges

- (a) Each Individual Member is entitled to one vote; shared members are entitled to half a vote; and all other members are not entitled to vote. Votes may be taken at member meetings, in person, or by proxy in paper or electronically, unless otherwise required by these Bylaws;
- (b) All members are entitled to electronic or print materials and communications.

ARTICLE IV - MEETINGS OF MEMBERS

1. There shall be an Annual Business Meeting of the members of the Association in May, at a time and place designated by the Board of Directors.
2. There shall be four educational meetings in each year unless the Board of Directors decides otherwise.
3. Special meetings of the members may be called by the President, or a majority of the Board of Directors.
4. All special meetings of members shall be called with at least ten business days' written or electronic notice, which notice shall state the time and place.
5. A majority of the votes cast shall, except where a larger vote is required by these Bylaws, decide any question brought before such meeting.

ARTICLE V - BOARD OF DIRECTORS

1. The Board of Directors (The Board) shall consist of the President, the Vice President/President-Elect, the Secretary, the Treasurer, the Immediate Past President, Director at Large, and Vice Presidents for Membership Services, Education, Technology, Sponsorship-Events, and Communication. The Board shall:
 - (a) Plan, manage, and carry on the affairs of the Association;
 - (b) Fill all vacancies in positions of the Board of Directors occasioned by death, removal or resignation. Any such appointment shall extend only until the expiry of that office's term;
 - (c) Call and organize meetings;
 - (d) Administer the funds of the Association;
 - (e) Establish and appoint committees as needed;
 - (f) Otherwise possess and exercise all the powers that a board of directors may possess and exercise.
2. A member of the Board may be removed from office only after being given reasonable notice and an opportunity to be heard before the body proposing to remove him or her:
 - (a) With or without cause by a majority vote of the voting members of the Association at a regular or special meeting;
 - (b) For cause by a vote of two-thirds of the entire Board;
 - (c) Or by the President for non-attendance of over 60% of designated Board meetings.

ARTICLE VI - MEETINGS OF BOARD OF DIRECTORS

1. Meetings of the Board of Directors (the Board) may be held at such times and places (virtual or in-person) as designated by the President to carry on the business of the Association.
2. A majority of the Board then in office shall constitute a quorum.
3. Meetings of the Board may be called by the President; or the Secretary shall call a meeting upon the request of three members of the Board of Directors.
4. At least four meetings shall be held throughout the term, with the first being called no later than 30 days after the annual Business Meeting.
5. All meetings of the Board shall be called on not less than twenty-four hours' notice.
6. The President shall chair meetings of the Board. In the President's absence, the Vice President/President-Elect can, at the request of the President, chair the meeting.

7. Any action required or condoned by the Board may be taken without a meeting if all the members of the Board of Directors then in office consent to the action in writing or via email, and the written or emailed consents are filed with the minutes of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VII - ELECTION AND TENURE OF BOARD MEMBERS

1. The Board of Directors shall be elected by a vote of the voting members at the Annual Business Meeting of the Association, except that (a) the Vice President/President-Elect shall succeed automatically to the presidency at the end of his or her term, and (b) the President shall succeed automatically to the position of Immediate Past President at the end of his or her term. In order to hold any Office in the Association, a person must be an Individual Member of the Association. No person may hold simultaneously more than one Office in the Association.
2. The President shall appoint a Nominating Committee in March. The Nominating Committee shall consist of the Immediate Past President (Chair) and a minimum of two voting members of the Association, neither of whom is a member of the Board of Directors. If the Immediate Past President is unable to chair the Nominating Committee, the President shall appoint a chair from the existing Board.
3. The Nominating Committee shall:
 - (a) Solicit recommendations of nominations from members via email;
 - (b) Review and approve prospective candidates;
 - (c) At least five business days prior to the Annual Business Meeting, announce a slate consisting of one or more candidates for each open position.
4. The term of the President and Vice President/President-Elect shall run until the next annual meeting, or a special meeting held in lieu thereof or until their successors are elected. At the annual meeting or special meeting held in lieu thereof, the Vice President/President-Elect shall become the new President and a new Vice President/President-Elect shall be elected. The terms of the remaining Board Members shall be two years. The Director-at-Large, Secretary, Membership, and Technology chairs shall be elected in years of odd number and the Treasurer, Education, Sponsorship-Events, and Communication chairs shall be elected in years of even number.
5. The President cannot be nominated to be President-Elect for the year immediately succeeding his or her term of office as President.

ARTICLE VIII - DUTIES OF DIRECTORS

1. The President of the Association shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the president of a corporation including, but not limited to, chairing all meetings of the Board of Directors and the Association, preparing the agenda for the Annual Business Meeting, and having general knowledge of and responsibility for supervision of the business of the Association. The President shall also perform such other duties as the Board of Directors may designate or as required by state or federal law or the Articles of Organization, and shall serve ex-officio on all standing committees without voting privileges.

2. The Vice President/President-Elect shall assist the President and carry out such duties as may be assigned by the President. In the event of the resignation of the President or the incapacity of the President to serve as determined by a majority vote of the Board of Directors, the Vice President/President-Elect shall assume the office and perform the duties of the President and Vice President for the remainder of the President's term. The Vice President/President Elect shall collaborate with the Education chair.
3. The Secretary shall act as the Parliamentarian of the Board and keeper of the Bylaws. He or she is responsible for the Association's archives. The Secretary shall attend the Annual Business Meeting of the Association and keep a record of the event. The Secretary shall also keep accurate minutes of all meetings of the Board. In Secretary's absence from any meeting, another Board Member shall record the proceedings of such meeting. The Secretary shall file with the Secretary of the Commonwealth of Massachusetts the Annual reports of the Association. The Secretary shall post to Association's website all official documents generated during the course of Secretary's term, including the Minutes of the Meetings of the Board, the record of the Annual Business Meeting, and the Annual reports.
4. The Treasurer shall have the general charge of the financial concerns of the association and the care and custody of the funds and valuable papers of the corporation. He or she shall have (a) the power to endorse for deposit, or collection, all notes, checks, drafts and other publications for the payment of money payable to the Association or its order; (b) to accept drafts on behalf of the Association; and (c) keep, or cause to be kept, accurate books of account. The Treasurer shall be responsible for timely filing of all corporate documents required by the appropriate government agencies.
5. The Immediate Past President shall assist the President and carry out such duties as may be assigned by the President.
6. The Director-at-Large shall be responsible for facilitating and promoting communications between local information vendors and law librarians in matters relating to information in any format. He or she shall liaise with other professional organizations.
7. The Vice Presidents shall chair the Standing Committees of the Association.
8. At the expiry of their respective terms, all Board Members shall be responsible for turning over Association records to the Secretary to be kept with the Archives.
9. The Board of Directors shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Association.

ARTICLE IX – COMMITTEE CLASSIFICATION

1. **Standing Committees** - The Vice-Presidents shall form new or maintain existing committees by soliciting volunteers from the membership. There shall be the following Standing Committees:
 - (a) Membership Services - Responsible for the acquisition and retention of members and the maintenance of all member records;
 - (b) Education - Responsible for all educational programs;

- (c) Technology - Responsible for the development and maintenance of the Association's Website and all technology-related programs and initiatives;
 - (d) Communication - Oversee communications to and from the Association. Responsible for updating membership on activities of the Board and committees;
 - (e) Sponsorship-Events - Shall be responsible for soliciting sponsorships and organizing social events; as well as collaborating with the Education Committee on venues.
2. **Ad Hoc Committees** - The President, with the approval of the Board of Directors, shall establish special committees as they deem necessary to carry out the work of the Association. Unless re-established by the President, the term of all special committees shall expire in May.
 3. **Nominating Committee** - There shall be a Nominating Committee formed in March for the purpose of recommending a slate of candidates for election to the Board, as outlined in Article VII, Section 3(c).

ARTICLE X – FEES AND DUES

1. Each member shall pay such annual dues as may be determined from time to time and prescribed by the Board of Directors. No further dues or registration fees may be assessed for any regular meeting. No payment of dues shall be required from Life Members.
2. Funds may be collected from sale of publications, mailing lists, or other sources according to guidelines set forth by the Board of Directors and disclosed to the full membership of the Association.

ARTICLE XI - SEVERANCE OF MEMBERSHIP

1. Any member failing to pay dues may be barred from attendance at any regular meeting at the discretion of the President, with the advice and consent of the Board of Directors. If the dues of any member remain unpaid ninety (90) days after their due date, that member's name shall be removed from the membership list.
2. Any member whose conduct has been prejudicial to the good of the Association or inconsistent with its objectives and Bylaws may be removed from membership by a two-thirds vote of the Board of Directors after the member has been notified at least ten business days in advance of the meeting as to the charges against him or her and has been given the opportunity to answer the charges in person, in writing, or by an authorized representative.

ARTICLE XII – PUBLIC STATEMENTS

1. All members of the Association, in acting on behalf of the Association, shall maintain the professional objectivity and political neutrality of the Association.
2. No member of the Association may make a statement on behalf of the Association regarding public policy without the consent of the majority of the Board.
3. The activities of the Association shall be conducted so as to avoid placing its members in any situation inviting a conflict of interest or appearance of conflict.

ARTICLE XIII - RULES OF ORDER

The latest edition of *Robert's Rules of Order* shall govern the parliamentary procedure of all meetings of the Association, and its Board and Committees in all cases to which they are applicable and consistent with these Bylaws.

ARTICLE XIV - INTERPRETATION OF BY.LAWS

All questions of interpretation of these Bylaws shall be decided by the Board of Directors.

ARTICLE XV - FISCAL YEAR

Except as otherwise provided by the Board of Directors, the fiscal and membership year of the Association shall begin on June 1 and end on May 31 in each year.

ARTICLE XVI – AMENDMENTS

Except as otherwise required by law or any provision of these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Individual Members of the Association. Proposed changes shall be posted to the Association's website and delivered via email to members at least ten business days before a scheduled vote and shall have specified the proposed change or the provision or provisions to be affected thereby; provided that no amendment shall authorize or permit the Association to be operated other than exclusively for such purposes as will allow the corporation to qualify for exemption from taxation under Section 501(c)(6) of the Internal Revenue Code. Amendments may be proposed to the President in writing by the Board of Directors or by any member of the Association.

ARTICLE XVII – ANTI-DISCRIMINATION STATEMENT

Membership in the Association, or participation in any activity of the Association, shall not be denied or abridged to any individual on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or gender identity.