

**Chicago Association of Law Libraries
Bylaws**

**ARTICLE I
NAME**

The name of this Association shall be the Chicago Association of Law Libraries. This Association is a chapter of the American Association of Law Libraries.

**ARTICLE II
OBJECT**

Section 2.1 The Association shall be conducted as a not-for-profit corporation to promote librarianship, to develop and increase the usefulness of law libraries throughout the profession, to cultivate the science of law librarianship, and to foster a spirit of cooperation among the members of the profession, particularly those in the midwestern states, and to otherwise operate for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Section 2.2 This Association shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Corporation Act (805 ILCS 105/1 et seq.) as amended, provided, however, that this Association is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Section 1 of this Article unless the activity is merely incidental to such purposes. *(section revised 2004)*

Section 2.3 No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Association.

Section 2.4 This Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE III
ANTIDISCRIMINATION**

Neither membership, nor full participation in the activities of this Association, shall be denied to any person on account of race, color, religion, sex, age, national origin, sexual orientation, or disability.

**ARTICLE IV
MEMBERSHIP**

(entire article substantially revised 2004)

Section 4.1 Qualifications for Membership.

Any person interested in law libraries may become a member of the Association upon payment of dues and by meeting the qualifications for one of the following classes of members: active, retired, associate, student, and honorary.

Section 4.2 Members – Active and Retired.

(a) Active: Any person who is interested in the objectives of the Association and works with legal information in a library or information center or provides library services on an independent

contract basis.

(b) Retired: Any person who is (1) retired from library work and (2) was an active member of the Association for at least 10 consecutive years.

(c) Rights and Privileges. Active and Retired members shall have the right to vote, to hold an elective office or an appointive position, to serve on committees, and to receive the CALL Bulletin.

Section 4.3 Members – Associate, Student, and Honorary

(a) Associate: A person who is not eligible under any other category, including non-library members of the information industry and members of library governing boards.

(b) Student: A person enrolled in a degree program related to law librarianship. Membership in this category is limited to five consecutive years.

(c) Honorary: A person who has made extraordinary contributions to law librarianship or to the Association and who is not a member of the Association is eligible for honorary membership upon endorsement by the Board of Directors. There are two categories:

(1) Lifetime honorary membership.

(2) Special honorary membership. Applies to individuals who serve in a governmental capacity and is limited to their term of office.

(d) Rights and privileges:

(1) Associate members shall have the right to hold an appointive position, to serve on committees, and to receive the CALL Bulletin.

(2) Student members shall have the right to vote, to hold an appointive position, to serve on committees, and to receive the CALL Bulletin.

(3) Honorary members shall have the right to receive the CALL Bulletin.

Section 4.4 Dues.

(a) Dues shall be payable annually in advance for the year commencing June 1st and ending May 31st.

(b) Dues for each class of membership in the Association shall be determined by the Board of Directors subject to approval by two-thirds of the members present and voting at any regular meeting provided that notice shall have been sent to the members at least 30 days in advance of the meeting.

(c) Membership shall cease when dues are three months in arrears. Reinstatement is possible upon payment of dues for the entire 12 month period. Dues are not refundable.

(d) Membership dues paid by an institution can be transferred or assigned by the institution. Membership dues paid by an individual cannot be transferred or assigned.

(e) Honorary members do not pay dues.

Section 4.5 Notice to Members

Whenever these Bylaws require notice be given members of the Association, such notice shall be given by sending e-mail to the member's e-mail address of record, sending electronically transmitted facsimile copy (fax) to the member's fax number of record, or mailing printed or written notices to the member's postal address of record. Printed or written notice may also be included in the CALL Bulletin.

ARTICLE V **MEETINGS**

Section 5.1 There shall be at least four regular business meetings of the Association from June through May unless otherwise ordered by the Board of Directors. (*section revised 2004*)

Section 5.2 The last meeting of the year shall be the Annual Business Meeting which shall be for the purpose of receiving reports of officers and committees, announcing election returns, presenting the newly elected slate of officers to the members, and for any other business that may

arise.

Section 5.3 Notices of all meetings and their locations, except special meetings, shall be sent four weeks prior to the day of the meeting.

Section 5.4 Special meetings can be called by the President or by the Board and also shall be called upon written request of at least ten members of the Association. The purpose of the meeting shall be stated in the call. No matters may be acted upon other than those specified in the call. Notices shall be sent at least three weeks prior to the day of the meeting.

Section 5.5 Forty voting members of the Association shall constitute a quorum at any meeting of the Association. *(section revised 2004)*

Section 5.6 Decisions of the membership shall be made by the majority vote of eligible members voting at a meeting at which a quorum is present, unless otherwise provided in these Bylaws. Proxy voting is not allowed. *(section revised 2004)*

ARTICLE VI **OFFICERS**

Section 6.1 The officers of the Association shall consist of the President, the Vice President/President-Elect, the Secretary and the Treasurer.

Section 6.2 The terms of office of the President and Vice President/President-Elect shall be one year. The terms of office of the Secretary and Treasurer shall be two years. The Secretary and Treasurer shall be elected in alternate years. All officers shall serve until their successors are elected and assume their duties. Each officer's term of office shall begin at the close of the Annual Business Meeting unless otherwise provided by these Bylaws. No officer shall hold more than one office at a time, nor shall anyone serve more than two consecutive terms in the same office. *(section revised 2004)*

Section 6.3 The officers shall have responsibility for the day-to-day administration of the Association and shall perform those duties assigned to them by these Bylaws and by the Board of Directors.

ARTICLE VII **BOARD OF DIRECTORS**

Section 7.1 The President, Vice President/President-Elect, immediate Past-President of the Association, Secretary and Treasurer as ex officio members, and two elected Directors shall constitute the Board of Directors. The terms of office of the elected Directors shall be two years with one Director elected each year. All officers and directors of the Association must be members in good standing of the Association, and the President and the Vice President/President-Elect also must be individual members or designated institutional members of the American Association of Law Libraries. The removal of a person from a position as officer simultaneously removes that person from a position as Director. *(section revised 2004)*

Section 7.2 The Board shall have general supervision of the affairs of the Association, fix the time and place of meetings, make recommendations to the Association, and perform such other duties as are prescribed by these bylaws and by the parliamentary authority adopted by the Association (Article XII). The Board shall establish an annual budget. *(section revised 2004)*

Section 7.3 Unless otherwise ordered by the Board, meetings of the Board shall be held as deemed necessary by the President. Special meetings of the Board shall also be called upon request of any four members of the Board. A quorum of the Board shall consist of a majority of its members. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. *(section revised 2004)*

Section 7.4 The Board may conduct business and vote by any means authorized by statutes of the State of Illinois. *(section added 2004)*

Section 7.5 All major resolutions and policy decisions of the Board shall be published in the CALL Bulletin. These bylaws shall be published in the Association's Membership Directory.

Section 7.6 The members of the Board shall serve without compensation but may be reimbursed for any expenditure incurred in the discharge of their duties. *(section added 2004)*

ARTICLE VIII **COMMITTEES**

Section 8.1 The Board may establish Committees of the Association, provided that none shall be "Committees of the Board" unless they satisfy the provisions of Section 108.40 of the Illinois General Not For Profit Act of 1986, as amended. No Committee shall act in contravention of Section 108.40.

Section 8.2 Committees shall be of two classes: Standing Committees and Special Committees.

(a) Standing Committees shall be those established for purposes requiring the continuous attention of the Association.

(b) Special Committees shall be those established for a stated period to accomplish a specific purpose. At the end of the stated period, the continuation of every Special Committee shall be decided upon by the Board.

Section 8.3 The Vice President/President-Elect, with the advice and consent of the Board, shall appoint the committee members, with the exception of the Nominating Committee (as specified in Article IX, section 9.1) and designate the chair and co-chair of each committee to serve during the year in which the Vice President/President-Elect will serve as President. The President may make committee appointments during the President's term of office. Appointments to Standing Committees shall be made for the term of one year beginning at the close of the Annual business meeting. *(section revised 2004)*

Section 8.4 Each Committee shall submit to the Board a written annual report of its activities which shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a Committee or as requested by the Board or the President. Summaries of the reports shall be published in the CALL Bulletin.

Section 8.5 No Committee shall incur expenses on behalf of the Association except as authorized by the Board nor shall any Committee commit the Association by any declaration of policy.

Section 8.6 The President shall be an ex officio member of all Committees except the Nominating Committee and the Elections Committee. The President may appoint individual members of the Board to act as liaison to the committees. *(section revised 2004)*

ARTICLE IX
NOMINATIONS AND ELECTIONS

Section 9.1 The Board of Directors shall appoint a Nominating Committee consisting of five members of the Association, no one of whom shall be a member of the Board and no one of whom shall be a candidate for office at the succeeding election. Each member of the Committee shall serve for a term of one year, and the chairperson of the committee shall be designated by the Board.

Section 9.2 The Nominating Committee shall, each year, place in nomination the name of at least one candidate each for the offices of Vice President/President-Elect and Director. The Committee shall, in alternating years, place in nomination the name of at least one candidate for the office of Secretary or the name of at least one candidate for the office of Treasurer. These officers will serve staggered two year terms. The Committee shall present the names of candidates together with their written acceptances to the Board not later than October 1st. *(section revised 2000)*

Section 9.3 Additional nominations may be entered by written petition of at least ten members of the Association. These nominations, accompanied by written acceptances of the candidates, shall be filed with the Secretary of the Association not later than January 1st.

Section 9.4 Voting shall be by secret ballot. The Secretary shall prepare the official ballot comprised of the slate of nominees presented by the Nominations Committee and those nominated by petition. The professional position of each nominee shall appear on the ballot. *(section revised 2004)*

Section 9.5 The President shall appoint an Elections Committee consisting of members of the Association, no one of whom shall be a member of the Board and no one of whom shall be a candidate for office at the succeeding election.

Section 9.6 Method of Voting. Prior to February 21, a copy of the ballot shall be distributed to each voting member of the Association. A member shall be deemed to have responded and the member's ballot shall be counted if it is received by the Chair of the Elections Committee by March 15. The Committee shall count the returned ballots; the candidate who receives the largest number of votes for an office shall be elected. In the case of a tie vote, the winner shall be determined by lot conducted by the members of the Elections Committee. The chair of the Elections Committee shall report the results of the election, first to the candidates and then to the Board. The results of the election will then be reported to the membership as soon as possible, via e-mail, in the CALL Bulletin, and at the Annual Business Meeting. *(section revised 2004)*

ARTICLE X
VACANCIES, SPECIAL ELECTIONS, AND REMOVAL FROM OFFICE

Section 10.1 In the event that a vacancy occurs in the office of the President, the Vice President/President-Elect shall automatically assume the office of the President for the remainder of the term plus one year.

Section 10.2 In the event that a vacancy occurs in the office of the Vice President/President-Elect, a special election will be held to elect a new Vice President/President-Elect to fill the vacancy for the remainder of the term. The Vice President/President-Elect shall duly succeed to the office of President.

Section 10.3 Special elections shall be held within 60 days of the occurrence of a vacancy, and shall observe the procedures established for general elections

Section 10.4 In the event that a vacancy occurs in the membership of the Board of Directors, except in the office of President or Vice President/President-Elect, the board shall appoint a member to fill that office for the remainder of the term.

Section 10.5 Any officer or director may be removed from office, without any necessity for showing cause, by two-thirds affirmative vote of those members responding to a ballot. A ballot shall be sent to every voting member at the address for such member shown on the records of the Association. The ballots shall be sent no later than ten days after passage of a resolution by the Board or receipt by the Board of a petition for that purpose, described below. Members shall be given at least three weeks from the date of sending the ballot to respond, and the deadline for response shall be set forth in the ballot. A member shall be deemed to have responded and the member's ballot shall be counted if it is received by a designated officer or director, described below, on or before the stated deadline. A vote for the removal of an officer or director may only be taken upon (i) the passing of a resolution by the Board or (ii) the presentation of a petition for that purpose to the Board signed by ten percent of the voting membership. An officer or director whose removal is not being sought shall be designated to prepare, send, collect, and count the ballots. *(section revised 2004)*

ARTICLE XI **INDEMNIFICATION**

At the discretion of the Board of Directors, the directors, officers, and members may be indemnified by the Association under the relevant provisions of the Illinois General Not For Profit Corporation Act, 805 ILCS 105/108.75. *(section revised 2004)*

ARTICLE XII **PARLIAMENTARY AUTHORITY**

The rules governing the conduct of the meetings shall be the parliamentary rules followed by the American Association of Law Libraries (AALL) where they are not inconsistent with the Bylaws and any special rules of order this Association may adopt. *(section revised 2008)*

ARTICLE XIII **AMENDMENT OF BYLAWS** *(article renumbered 2008)*

Section 13.1 Amendments may be proposed by the Board of Directors or by at least ten members of the Association. Proposals originating in the Board shall be approved by a two-thirds vote of the Board before submission to the members. Proposals originating by petition shall be submitted in writing to the Board and shall be presented to the members no later than the second business meeting after receipt of the petition with an accompanying statement of the Board's recommended action.

Section 13.2 Before presenting the proposed Bylaws amendments to the membership, the President shall submit the proposed Bylaws amendments to the American Association of Law Libraries (AALL) Bylaws Committee. *(section revised 2004 and 2008, formerly section 13.4)*

Section 13.3 Notice setting forth the text and the purpose of the proposed amendment shall be sent to each member at least 30 days before the meeting at which it is to be discussed. If approved by a majority of the voting members present at the meeting, the amendment shall be promptly submitted to the entire membership for final decision by ballot. *(section revised 2004, formerly section 13.2)*

Section 13.4 These Bylaws may be amended by a two-thirds vote of the returned ballots sent to the voting membership provided that at least 30 percent shall have voted. *(section revised 2000 and 2004, formerly section 13.3)*