

CONSTITUTION AND BYLAWS of the CATHOLIC LIBRARY ASSOCIATION

Constitution Revised and Adopted in Baltimore, MD 4/12/2007
Bylaws Revised and Adopted in New Orleans, LA 4/28/11
Bylaws/Constitution Revised and Adopted virtually 08/04/2015
Bylaws/Constitution Revised and Adopted virtually 1/10/2018
Bylaws Revised and Adopted virtually 7/24/2019

ARTICLES OF THE CONSTITUTION

Article I. Name.

The name of the organization shall be the Catholic Library Association.

Article II. Purpose.

The purpose of this international organization is to promote the mission of the Catholic Library Association by fostering the advancement of library services and the improvement of library resources through Catholic, ecumenical and interreligious collaboration, publication, education and information.

Article III. Membership.

All persons, institutions and organizations interested in the purpose of the Catholic Library Association shall be eligible for membership.

Article IV. Meetings.

A convention shall be held at a time and place fixed by the Executive Board.

Article V. Officers.

The officers of the Catholic Library Association shall be the President, Past President, and the Vice President/President-Elect who is also Treasurer.

Article VI. Executive Board.

The Executive Board shall confer with the President in the formulation of the plans and policies, in the decisions on all purposes and procedures of the organization, and in the holding and investment of the Association's funds.

Article VII. Amendments.

The Constitution may be amended by a two-thirds vote of those present and voting at two successive meetings of the Association, or via e-mail, not less than four months apart, provided

the notice of the proposed amendments be sent for consideration to each member of the Association at least one month before final adoption.

Article VIII. Bylaws.

Bylaws may be adopted or revised by a vote of the association based upon a report of the Executive Board, a special committee, or by a recommendation of a majority of those present at any meeting of the Association. The Bylaws revision(s) will be decided by a vote of the majority of the members who respond using a mail/e-mail ballot.

ARTICLES OF THE BYLAWS

Article I. Membership.

Section 1. Categories of Membership.

- A. Founders: Those who furnish endowments to initiate projects of great permanent value in the promotion of the objectives of this Association.
- B. Donors: Those who contribute substantial funds, make bequests, or provide annuities to promote the objectives of this Association or underwrite the expenses of significant projects.
- C. Life Members: Those members of this Association who, in the judgment of the Executive Board, have given loyal service to the Association at great sacrifice of time and personal gain. Life members prior to 2003 are entitled to one free interest section membership and *Catholic Library World*.
- D. Honorary Members: Those non-members who may be granted membership by the Executive Board upon a written proposal justifying the honor.
- E. Corporate Members: Those businesses or organizations (profit or nonprofit) that support the objectives of this Association and annually pay dues.
- F. Sustaining Members: Those individuals who annually pay dues at twice the highest level for personal membership. Sustaining members are entitled to an additional free interest section membership.
- G. Institutional Members: Those institutions which annually pay dues based on their current budget exclusive of employee compensation. Institutional members can include Library Schools, Seminary Libraries, College or University Libraries, Archives, Colleges of Education, School Libraries, K-12 Schools, Consortia, etc.
- H. Personal Salary-Based Members: Library professionals, e.g., library media specialists, administrators, librarians, who annually pay dues based on their current salary level.
- I. Retired Members or Student Members: Those unsalaried individuals who have retired from library service or who are currently pursuing a graduate degree in library and information science or information technology and who annually pay reduced dues. Association members who belong to this category do not receive a subscription to *Catholic Library World*; if an individual wishes to subscribe to *Catholic Library World*, an additional fee is requested in order to cover publication costs.
- J. Library Support Staff: Those individuals who work in libraries in support positions.

Association members who belong to this category do not receive a subscription to *Catholic Library World*; if an individual wishes to subscribe to *Catholic Library World*, an additional fee is requested in order to cover publication costs.

- K. Catholic Diocesan: Those Catholic dioceses which annually pay dues based on the number of school libraries, church parish libraries, and diocesan archives in their diocese.

Section 2. Rights and Privileges.

Personal Salary-Based Members shall be entitled to one free section membership and additional section memberships upon payment of extra section dues. Catholic Diocesan Members shall be entitled to one free section membership for each library/archive in their diocese. Sustaining Members are allowed two free section memberships.

Catholic Library World is the official journal of Catholic Library Association. The following membership categories include a subscription to *Catholic Library World*: Life Members, Corporate Members, Sustaining Members, Institutional Member, Personal Salary-Based Members, Catholic Diocesan Members.

Section 3. Dues.

Dues for each category of membership, including dues for interest sections, shall be determined by the CLA Executive Board upon recommendation of the CLA Finance Committee and shall be published on the Catholic Library Association website and in *Catholic Library World*.

Article II. Officers.

Section 1. Terms of Office.

Terms of office, except for the Executive Director, shall be for two years and shall begin at the close of the final session of the annual Spring conference in the alternating, odd-numbered years.

Section 2. President.

The President shall represent the Catholic Library Association in official matters, preside at annual business meetings and at special meetings called according to the Bylaws, chair Executive Board meetings and, as President-Elect appoint the committee chairs, the committee members (after consultation with the Chair), the chapter coordinator, the parliamentarian (as needed), and representatives to other organizations. The President is an ex officio member of all committees.

Section 3. Vice President/President Elect/Treasurer.

The Vice President also shall be President-Elect, and shall succeed the President. In the absence or incapacity of the President, the Vice President shall discharge the duties of President. The Vice President shall serve as chair of the Finance Committee and Treasurer of the Association. As Treasurer, the Vice President with the Executive Director will oversee the preparation of the Association's monthly financial statement; monitor the Association's cash flow and its overall position and keep the board apprised of any unusual or adverse financial developments; oversee the preparation of the Association's annual budget; oversee all investment transactions (purchases and sales); review and approve all disbursements greater than \$1,000, except regular payroll disbursements; and serve on the Finance Committee, in consultation with the Executive Director.

Section 4. Immediate Past President.

The Immediate Past President shall serve for two years as a member of the Executive Board and as chair of the Nominations Committee.

Article III. Executive Board.

Section 1. Executive Board.

The Executive Board shall consist of the President, Vice President/President-Elect, Immediate Past President, and four Members-at-Large representing the various interest areas with as fair a geographical distribution, as possible. The Members-at-Large are elected by the members of the Catholic Library Association with terms of office for four years. To ensure continuity of policy and ease in carrying on the work, elections are staggered so that two Members-at-Large are elected every odd-numbered year. The Executive Director or his/her designee is an ex-officio non-voting member of the Board.

Section 2. Executive Director.

The Executive Director shall serve at the pleasure of the Executive Board, manage headquarters and its staff, advise the President and Executive Board on matters of precedent and policy, serves on the Executive Board and consults or designates a consultant to all committees as a resource person. The Executive Director shall maintain a membership list, conduct official correspondence, preserve the records of the Executive Board, and report developments of interest to the membership. The Executive Director shall receive and disburse moneys, maintain financial records, and prepare such reports as shall be required by the Bylaws, the Executive Board, and the Finance Committee. The Executive Director shall perform all duties as shall be directed by the Executive Board. In the case that the Executive Director can no longer serve, the President of the Association will step in until a new Executive Director is hired.

Section 3. Quorum.

A majority vote of the voting members of the Executive Board of the Catholic Library Association constitutes a quorum in all matters requiring joint action and decision. Hence, the presence of four members at a meeting forms the necessary quorum to transact business. Whenever a quorum is not present, discussion and planning may move forward, however, any voting on business transactions will be undertaken by email.

Section 4. Majority Vote.

A majority vote of the voting members present at the Executive Board meetings, or answering a mail/e-mail vote, shall be required to legalize any of its proposals. The ordinary affairs of the Catholic Library Association are, therefore, the faithful fulfillment of the Executive Board's decisions.

Section 5. Activities Conducted in the Name of the Association.

Activities conducted in the name of the Catholic Library Association shall be under the supervision and jurisdiction of the Executive Board, and controlled, either directly or indirectly, by the members of the Executive Board, in whom repose the powers to approve or reject measures to be taken by individuals or subordinate groups, and in whom is placed the authority to determine plans of action and to make decisions and judgments in conformity with the established policies of the Association. Hence, any attempt of any individual or group of individuals to commit the Association to a course of action without prior consent and approval of the Executive Board must be declared null and void.

Section 6. Vacancies in Office *Pro Tempore*.

The Executive Board shall elect members to fill vacancies in office *pro tempore*; the person or persons so elected serve only ad interim, until the next regular election held by the Association, except in the case of death, resignation, or inability of the President to serve, at which time the Vice President becomes President. The election of a member of the Executive Board to the office of Vice President/President-Elect creates a vacancy on the Board that must be filled ad interim and as soon as possible.

Section 7. Mail/E-mail Executive Decisions between Board Meetings.

All executive decisions which were made by mail/e-mail between regular Board meetings must be entered into the meeting minutes, which will be reviewed at the next Board meeting, at which time modifications or revisions will be discussed. All minutes must be published in the members only section of the CLA website. The members of the Catholic Library Association shall be informed of these matters at the annual business meeting.

Article IV. Sections.

Section 1. Definition.

A section is a subgroup of the organization, properly approved by the Executive Board, of Association members interested in a special or common topic, problem, or work.

Section 2. Establishment of a Section.

A petition for the establishment of a section must state clearly the purpose and the need for the proposed section. The petition must be signed by not less than fifteen members of the Catholic Library Association who are engaged in the work of the proposed section. A committee within the Executive Board shall review the petition and submit its findings and recommendations to the entire Executive Board for final approval or rejection.

Section 3. Section Functions.

Sections may issue publications and perform all other functions appropriate to their interests and in conformity with the objectives of the Association. Dues paid for membership in a section shall be credited to that section. An accounting of section funds shall be made to its members. Neither this section of the Bylaws nor any other shall be construed to permit any interest section to incur indebtedness for the Association.

Section 4. Section Reports.

Detailed reports of sectional meetings must be forwarded to the Executive Director of the Catholic Library Association for distribution to the Executive Board.

Section 5. Section Dissolution

The Executive Board reserves the right and the sole power to discontinue a section when, in the opinion of the Executive Board, the usefulness of the section has ceased.

Article V. Round Tables.

Section 1. Establishment of a Round Table.

Round tables may be established by the Executive Board upon petition of five members having similar interests.

Section 2. Purpose of a Round Table.

The purpose of a round table is to propose a program at the Association's Fall conference to meet the interests of the group. Round Tables may issue publications in conformity with the objectives of the Association.

Section 3. Dissolution of a Round Table.

Round tables may dissolve at their discretion but are required to inform the Executive Board of their decision.

Article VI. Chapters.

Section 1. Formation of Chapters.

A chapter of the Catholic Library Association may be formed within the limits of a well-defined area approved by the Executive Board. Meetings, under the auspices of the chapter, may be held in convenient locations within the geographical boundaries of the Chapter or conducted online.

Section 2. Application for Chapter Status.

Ten members of the Catholic Library Association residing within the defined territory of each Chapter about to be formed must submit application for Chapter status to the Executive Board in order for the Board to grant an authorization for the establishment of the Chapter. Foundational documents, properly approved, must be filed with the Executive Director.

Section 3. Requirements for Chapter Officers.

In a Chapter, only members of the Catholic Library Association may hold the offices of President, Vice President, Secretary, and/or Treasurer.

Section 4. Number of Officers.

Chapters must have at least one officer, a President.

Section 5. Chapter Reports.

Reports of Chapters must be forwarded to the Executive Director of the Association.

Section 6. Power to Obligate the Association.

Chapters have no power to obligate the Catholic Library Association as a whole, in any way whatsoever (e.g. enter into contracts, incur debt, etc.). They may, however, make recommendations and offer resolutions to the Executive Board for consideration; or, they may bring these matters to the attention of the Catholic Library Association at the annual business meeting, if their recommendations and resolutions have been presented beforehand to the members of the Executive Board.

Section 7. Development of New Chapters.

In order to promote the development of new Chapters, an established chapter or combination of chapters may, with the approval of the Executive Board form a regional conference by adding adjacent non-chapter areas. If new chapters are formed, they may retain or sever affiliation with their regional conference.

Section 8. Chapter Coordinator.

Appointed by the Executive Board, the Chapter coordinator, preferably either a present or past member of the Executive Board, is to promote the development of established chapters and the formation of new chapters.

Section 9. Petition for Dissolution of a Chapter.

If, because of lack of leadership or lack of membership, a Chapter can no longer function effectively, a member of that chapter may introduce a petition to the President of the Chapter for the dissolution of the chapter. A ballot on that petition shall be submitted by the Chapter president to all members of that Chapter. If the members concur with the petition, they should inform the CLA President. As the final step, the Executive Board shall declare that chapter to be dissolved.

Section 10. Dissolution of a Chapter.

A chapter may be dissolved by the Executive Board, and shall be dissolved if it becomes inactive or fails to comply with the provisions of Constitution Article II.

Section 11. Chapter Funds Remaining After Dissolution.

When a chapter has been dissolved, any funds remaining in the chapter treasury, after its outstanding debts have been satisfied, shall be remitted to the Executive Director to become part of the treasury of the Catholic Library Association.

Article VII. Committee and Special Appointments.

Section 1. Appointments to Standing Committees.

The Vice President/President-Elect will appoint members to all standing committees of the Association, and all representatives to outside organizations. The appointments process will be completed at least two months before the inauguration. Appointments to the Finance and Nominations Committees shall be subject to the approval of the Executive Board.

Section 2. Eligibility to Serve on Committees.

Members of all categories of the Association are eligible to serve on committees, with the exception of corporate members. The Vice President/President-Elect will consult with the committees' chairs and may call for nominations, in order to identify individuals to appoint or re-appoint to committees. No person shall be appointed as chair of a committee or as a representative to another organization unless that person is a member of the Association.

Section 3. Term of Committee Appointments.

The term of committee appointment, as either member or chair, is two years, and is renewable. The term of a representative to an outside organization is two years, and is renewable.

Section 4. Committee Reports.

Committees are encouraged to meet online regularly. Committee chairs, special appointees, and Catholic Library Association representatives to other organizations shall submit a progress report after each meeting and submit an annual summary report to the CLA President and the CLA Office, prior to the annual business meeting.

Section 5. Evidence of Progress

No chair or committee person shall be allowed to continue in that capacity if there is little or no evidence of activity. The President must report the progress of committees to the Executive Board and, with the consent of the Executive Board, may remove any chair or committee person, or representative to other organizations who does not show evidence of cooperation and performance.

Section 6. Notification of Committee Charge.

Conditions governing committees or representatives to other organizations must be cited by the President when appointments are made, and a statement of the aims of each committee, or purpose of representation to other organizations, must be forwarded to persons invited to serve.

Section 7. Finance Committee.

The Finance Committee shall consist of no fewer than three appointed members, shall advise the Executive Board in investment matters, shall receive the annual audit, shall review the annual budget with the Executive Director, shall submit the budget to the Executive Board, and shall publish the financial condition of the Association to the membership. The Vice President serves as chair of the Finance Committee.

Article VIII. Elections.

Section 1. Nominations Committee.

The Past President will consult with other members as needed to build a slate of nominees.

Additional nominations may be made, with the agreement of the nominee, upon written petition of 5 voting members, received by the CLA Office before August 1st of the election year.

Section 2. Nominations Committee Report.

The report of the Nominations Committee and nominees by petition shall be printed in the issue of *Catholic Library World* published before or at the time the ballots are sent to each member.

Section 3. Notification of Qualifications for Elections.

Persons under consideration for membership on the Executive Board by the Nominations Committee or by petition must be instructed as to qualifications. Every candidate for the Executive Board shall agree to attend at least two-thirds of all Board meetings during the six-year term for the Vice President/President Elect and during the four- year term of the Board Members-at-Large, including at least two-thirds of the conference meetings.

Section 4 . Ballots.

CLA Office will ensure secrecy and validity of the vote. To be valid, the ballot must be received by the CLA Office by December 1. Election results shall be published in *Catholic Library World*.

Section 5. Counting Ballots.

The CLA Office shall receive and count the ballots and, by December 15, within two weeks, notify the Executive Director who shall inform the CLA President and all the candidates and report the results in the next issue of *Catholic Library World*.

Article IX. Meetings.

Section 1. Special Membership Meetings.

In addition to the conference business meeting, special membership meetings may be called at other times by the President with the approval of the Executive Board. If fifteen members of the Association petition for a special meeting, the President shall seek approval from the Executive Board for such a meeting. At least one month's notice must be given and only the urgent business specified in the notice may be transacted.

Section 2. Record Filing.

The exact, official, and complete written reports of the conferences and all special meetings, and copies of all papers presented, must be filed for record with the CLA Office to be filed with the CLA Archives. Online conference recordings will also be filed with CLA Archives, and, depending on their quality, will be made available on the CLA website to members only.

Section 3. Registration Fees.

For all members of the Association attending a conference or a special meeting, a registration fee may be paid, determined by the current expenses of the conference or meeting.

Section 4. Number of Meetings.

The Executive Board shall meet a minimum of four times a year.

Section 5. Robert's Rules of Order.

Robert's Rules of Order, in the latest edition, shall govern all deliberations of this Association when not in conflict with the Constitution and Bylaws of this Association.

Article X. Finances.

Section 1. Budget Expenditures.

All budgets of expenditures must be within the limits of the current assets of the Association.

Section 2. Budget Approval.

All budgets of expenditures must be ordered and approved by the Executive Board in advance of commitment.

Section 3. Annual Budget.

The annual budget is prepared by consultation between the Executive Director and the chair of the Finance Committee. It is then approved by the Finance Committee for recommendation to the Executive Board.

Section 4. Operational Threshold

The Executive Director will determine the lowest threshold, below which operations are no longer feasible. The Executive Director will inform the Executive Board in advance of reaching the threshold in order for the Association to make the necessary transition arrangements.

Article XI. Affiliation.

Section 1. Affiliations.

The members of the Catholic Library Association may reap the benefits and advantages of closer relationships with other associations with kindred and mutual interests. Affiliations may be made with any such organization by petition or resolution passed

with a two-thirds vote at a conference or any special meetings of the Catholic Library Association.

Section 2. Independence of the Association.

The Catholic Library Association will not, by this affiliation, jeopardize its independence and activities according to the policies decided by the Executive Board.

Section 3. Combinations of Interests and Operations.

Such combinations of interests and operations are controlled by the Executive Board in conformity with its decisions regarding the extent or limits of obligations of such joint action.

Article XI. Dissolution.

The Association shall be dissolved in accordance with General Not-For-Profit Corporation Act of the State of Illinois, the provisions of the Internal Revenue Code of the United States as to distribution of assets to other tax-exempt organizations, and the purpose of the Catholic Library Association.