

# **Bylaws of the Library Leadership and Management Association**

## **Article I. NAME**

The name of this organization will be the Library Leadership and Management Association (LLAMA), a Division of the American Library Association (ALA).

## **Article II. MISSION**

The Library Leadership and Management Association (LLAMA) advances outstanding leadership and management practices in library and information services by encouraging and nurturing individual excellence in current and aspiring library leaders.

## **Article III. MEMBERSHIP AND DUES**

**Section 1. Members.** Any ALA member may become a member of LLAMA by designating this membership upon payment of dues. Any LLAMA member is eligible for membership in any one or more of the sections and may designate such membership upon payment of dues.

**Section 2. Rights.** Every personal member of LLAMA has the right to vote, to hold office, and/or to serve on committees; every personal member of a given section has the right to vote, to hold office in that section, and/or to serve on section committees.

**Section 3. Dues.** The amount of personal member dues will be determined by the Board of Directors with the approval of the membership in a mail or electronic vote. Organizational dues will be determined by the Board of Directors.

**Section 4.** Membership year. The association's membership and fiscal year will be the same as that of ALA.

## **Article IV: OFFICERS**

**Section 1. Officers.** The officers of the association will be the president, the president-elect, and the immediate past president.

**Section 2. Terms of office.** The president will serve for one year. The president-elect will serve one year as president-elect, one year as president, and one year as immediate past president.

**Section 3.** Responsibility and authority. The officers will perform the duties pertaining to their respective offices and other such duties as may be defined by the Board of Directors.

**a) President.** The president will serve as chair of the Board of Directors. The president, during his or her year, will make appointments to fill positions that become vacant on the Board, standing, or special committees during the year. The president will represent the association within the library community, and other appropriate forums, to advance the mission and goals of the association.

**b) President-elect.** The president-elect will succeed to the office of the president. The president-elect will perform the duties of president in the event that individual is unable to serve. The president-elect will make all appointments to fill committee and other vacancies that are due to occur during the year of his or her presidency.

**c) Immediate Past-President.** The immediate past-president will perform such duties as are delegated or assigned by the president or the Board of Directors.

## **Article V. BOARD OF DIRECTORS**

**Section 1. Members.** The Board of Directors will consist of the officers, the treasurer, the director-at-large, the division councilor, the section chairs, and a new leader's representative. The editor of LL&M and the executive director will serve as non-voting members. In the absence of a section chair, the section vice-chair will serve as a voting member of the Board.

**a) Treasurer.** The treasurer will be appointed by the president-elect, in concurrence with the Board, to a two-year term and serves as a member of the Executive Committee. The treasurer will oversee the budget, and serve as a liaison between LLAMA and ALA on financial matters. He or she must be a personal member of LLAMA. The treasurer is eligible for one re-appointment to a two-year term.

**b) Director-at-Large.** The director-at-large will be elected for a two-year term and serves as a member of the Executive Committee.

**c) Division Councilor.** The division councilor will be elected for a three-year term and serves as a member of the Executive Committee. The councilor represents the interests of the division on the ALA Council.

**d) Section Chairs.** Section chairs will serve a one-year term, concurrent with the year they chair their section.

**e) New Leaders' Representative.** The new leaders' representative will be appointed by the president-elect, in concurrence with the Board, to a two-year term. He or she must be a personal member of LLAMA. The new leader's representative is eligible for one re-appointment to a two-year term.

**f) Executive Director.** The executive director will be appointed by the ALA executive director in concurrence with the Board. He or she serves as a non-voting member of the Executive Committee. The Board will delegate management of the day-to-day operations of the division to the executive director.

**Section 2. Responsibility and Authority.** The Board of Directors will be the governing body of the association; will actively create and support its strategies; and will establish financial policies and be accountable for association assets.

**Section 3. Meetings.** Meetings of the Board of Directors will be held in conjunction with each ALA Midwinter Meeting and Annual Conference. Other meetings of the Board may be called by the president.

**Section 4. Vacancies.** If the office of president becomes vacant, the president-elect will become president completing that term of office prior to serving the following term as president. If the position of section chair becomes vacant, the section vice-chair will become chair completing that term of office prior to serving the following term as chair. All other vacancies will be interim appointments made by the president with the approval of the Board until the next election when the unexpired term(s) will be filled.

**Section 5. Quorum.** A majority of the voting members of the Board will constitute a quorum.

**Section 6. Compensation.** Board members will not receive compensation for their services.

**Section 7. Conflict of Interest.** Any Board member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse his or her seat and refrain from discussion and voting on said item.

## **Article VI: EXECUTIVE COMMITTEE**

**Section 1. Members.** The Executive Committee of the Board of Directors will consist of the officers of the association, the treasurer, the director-at-large, the LLAMA councilor, and the section representative. The LLAMA executive director will serve as a non-voting member.

**a) Section Representative.** A section representative will be chosen jointly by the section executive committees to represent the sections on the LLAMA Executive Committee.

**Section 2. Responsibility and Authority.** The Executive Committee will have the authority to act for the Board of Directors between Board meetings and will report upon its work at the regular meetings of the Board. The Executive Committee will also serve as the Budget Committee.

**Section 3. Meetings.** The president will call meetings of the Executive Committee as the business of the association requires.

**Section 4. Quorum.** A majority of the voting members of the Executive Committee will constitute a quorum.

## **Article VII. SECTIONS**

**Section 1. Establishment.** Any group of at least one hundred members of the association, representing a field of activity clearly distinct from that of any existing section, may organize a section upon approval of the Board of Directors.

**Section 2. Purpose.** All sections will be an integral part of the association and will exist for the purpose of discussion, planning, and cooperative action in connection with the mutual problems and interests of the members engaged in similar activities, providing that all efforts of sections will be related to the policies and work of the association.

**Section 3. Organization.** Each section will manage its own affairs in accordance with policies and practices established by the Board of Directors. A section may establish committees and other units related to its unique responsibilities.

**Section 4. Membership.** Section membership will be open to any member upon payment of division dues.

**Section 5. Executive Committee.** The Executive Committee of a section will direct the affairs of the section. The Executive Committee will consist of a section chair, vice-chair, immediate past chair, and other members as determined by the section. The chair of each section will be a voting member of the Board of Directors.

**Section 6. Nominations and Elections.** Each section will elect its own Executive Committee in accordance with Article X of these bylaws.

**Section 7. Dissolution.** When in the opinion of the Board of Directors or of the Executive Committee of a section, the usefulness of a section has ceased, the section may be dissolved or merged with another section by the Board.

## **Article VIII: DIVISION COMMITTEES**

**Section 1. Authorization and Dissolution.** The Board of Directors may create and abolish, under such rules as it may adopt for this purpose, standing, ad hoc and interdivisional committees of the division.

**Section 2. Appointment.** The president-elect will appoint committee members to fill the vacancies due to occur during his or her term as president. Committee members must be personal members of LLAMA and they must adhere to ALA policies.

**Section 3. Term.** Committee members will be appointed for terms of one or two years and may be reappointed for a second consecutive term. In no case will a person serve on a committee for more than five consecutive years.

**Section 4. Vacancies.** The president may appoint members of a committee formed during his or her term of office and make appointments to fill vacancies that occur during the term of office.

## **Article IX: SECTION COMMITTEES**

**Section 1. Authorization and Dissolution.** A section Executive Committee may create and abolish, under such rules as it may adopt for this purpose, standing and ad hoc committees of the section.

**Section 2. Appointment.** The section vice-chair will appoint committee members to fill the vacancies due to occur during his or her term as chair. Committee members must be personal members of LLAMA, and the appropriate sections, and they must adhere to ALA policies.

**Section 3. Term.** Committee members will be appointed for terms of one or two years and may be reappointed for a second consecutive term. In no case will a person serve on a committee for more than five consecutive years.

**Section 4. Vacancies.** The section chair may appoint members of a committee formed during his or her term of office and make appointments to fill vacancies that occur during the term of office.

## **ARTICLE IX. DIVISION AND SECTION DISCUSSION GROUPS**

**Section 1. Establishment.** Any group of fifteen or more Division or section members interested in discussing common concerns which fall within the mission of the association may form a discussion group upon written petition from the group to the executive director and approval by the Board of Directors, as well as approval of a section Executive Committee if the group is to be placed within a section.

**Section 2. Organization.** A division or section discussion group will select a chairperson who will be responsible for all communications and preside at meetings. A discussion group may not incur expenses, except as authorized by the Board of Directors and it may not make declarations of policy.

**Section 3. Dissolution.** When in the opinion of the Board of Directors the usefulness of a division or section discussion group has ceased, it may be dissolved. In the case of a section discussion group, the recommendation of the section's Executive Committee will be obtained.

## **Article X. NOMINATIONS AND ELECTIONS**

**Section 1. Eligibility of Candidates.** Any candidate for office must be a personal member of the division. A candidate for section office must also be a member of the section.

**Section 2. Division Nominating Committee.** The president-elect will appoint a committee of three to five members to nominate candidates for division offices. No member of the Board of Directors may serve as a member of the Nominating Committee. Members of the Nominating Committee will serve a one-year term and will not be eligible for immediate reappointment.

**Section 3. Section Nominating Committees.** The section vice-chair will appoint a committee of three to five members to nominate candidates for section offices. No member of the section Executive Committee may serve as a member of the Nominating Committee. Members of the Nominating Committee will serve a one-year term and will not be eligible for immediate reappointment.

**Section 4. Nominations by Committee.** Division and section Nominating Committees will prepare slates of candidates for each election.

**Section 5. Nominations by Petition.** A candidate may be nominated by a petition signed by twenty-five personal members of the association and filed with the executive director.

**Section 6. Elections.** Elections will be held in accordance with ALA bylaws and procedures.

## **Article XI: DIVISION ANNUAL MEETING**

**Section 1. Annual Meeting.** An annual meeting may be called by the Board of Directors and held at the ALA Annual Conference. If a quorum is present, an affirmative vote of a simple majority of the voting members will be required to pass a motion. If a quorum is not present, a motion cannot be passed.

**Section 2. Special Meetings.** Special meetings may be called by the Board of Directors or upon the written request of fifty members of the association. At least thirty days notice will be given and only business specified in the meeting notice will be transacted. If a quorum is present, an affirmative vote of a simple majority of the voting members will be required to pass a motion. If a quorum is not present, a motion cannot be passed.

**Section 3. Quorum.** Fifty members will constitute a quorum at either the annual meeting or a special meeting.

## **Article XII: MAIL AND ELECTRONIC VOTES**

**Section 1. Membership.** Mail or electronic votes of the membership may be authorized between meetings by the Board of Directors, provided all members are canvassed simultaneously. Such votes will be conducted under the same requirements as votes at meetings.

**Section 2. Board of Directors.** Mail or electronic votes of the Board of Directors may be taken provided they are authorized by the officers of the division and all voting Board members are canvassed simultaneously. An affirmative vote of a simple majority of the voting Board members will be required to pass a motion.

**Section 3. Sections and Committees.** Mail or electronic votes of sections and committees may be taken by the chair of such sections or committees. An affirmative vote of a simple majority of the section or committee members will be required to pass the motion.

**Article XIII: PARLIAMENTARY AUTHORITY**

The parliamentary authority used by the association will be the same as that used by ALA.

**Article XIV: AMENDMENT OF BYLAWS**

**Section 1. Proposals.** Amendments to the bylaws may be proposed by the Board of Directors; by a section Executive Committee, by a standing committee; or by a petition signed by 50 or more members of the association.

**Section 2. Board Action.** A proposed amendment to the bylaws will be voted upon by association members after it has been approved by a majority of the Board of Directors.

**Section 3. Notice.** Written notice of the text of the amendment will be provided to members at least one month before consideration.

**Section 4. Voting.** Amendments may be voted upon by members by mail or electronic ballot or at a public membership meeting.

a) If by mail or electronic ballot, the bylaws amendment is accepted if a majority of those members participating vote in favor of the amendment.

b) If a quorum is present at a public membership meeting, an affirmative vote of a simple majority of the voting members will be required to pass an amendment. If a quorum is not present, an amendment cannot be passed. Fifty members will constitute a quorum at a public membership meeting.

**Section 5. Adoption.** Unless otherwise specified, a proposed amendment becomes effective when it has been approved.

**Section 6. Editorial Changes.** The Board of Directors may make editorial changes to the bylaws that do not affect their substance and meaning. These changes will take effect upon such action.

Adopted June 11, 1960.

Revised: 1962; 1965; 1966; 1970; 1972; 1977; 1979; 1984; 1989; 1992; 1996; 2002; 2005; 2010; 2012, 2014.