

**Constitution & Bylaws Committee Report to Council
Annual Conference and Hybrid Governance Meetings, June 2022
June 27, 2022**

2022 ALA Annual Hybrid Council Meeting
Monday, June 27, 2022

TO: ALA Council

From: Mike Marlin, Chair, ALA Constitution and Bylaws Committee (CBC)

RE: ALA Bylaws Amendment

INFORMATION REPORT/Action

Introduction

Throughout the second half of the 2021-22 ALA year, the Constitution and Bylaws Committee met virtually through Zoom and in the committee's Connect space to share information and monitor work from other units such as TAG, COO, and the Operating Agreement (OA) Work Group. We have had conversations that included the retiring ALA Parliamentarian Eli Mina, successor ALA Parliamentarian Adrian Stratton, ALA Counsel Paula Goedert, and OAWG chairs Maggie Ferrell and Andrew Pace as well as members of the Policy Monitoring Committee regarding forthcoming proposals for updating of ALA's Operating Agreement. Depending on the outcome of the Operating Agreement Work Group's presentation to Council, both PMC and CBC will likely be called upon to integrate future OA decisions into our respective work.

Since the 2022 LLX virtual meetings in January 2022, the Constitution and Bylaws Committee has closely followed the recommendations put forward by and votes taken by Council regarding the Transforming ALA Governance (TAG) Task Force. Considerations of governance functions, Body of Knowledge/culture, and Organizational Structure were passed in concept with a final proposal and details for various framework components to be presented by TAG and debated and voted upon by Council at the ALA Annual Council meetings June 25-27, 2022. As observers and participants in the January LLX meetings, a special March 10 Council 'redirection of governance responsibility between Council and Executive Board' meeting, and additional three key information-only TAG/Council sessions in March, April, and May, it is clear to the committee that a revision of the ALA Bylaws and Constitution will need to be undertaken in the months following the conclusion of the

Annual conference. Below we present action items to initiate the revision process, as well as a proposed timeline for how such work could proceed. Please see timeline below followed by motions.

Actions requested from ALA Council

Approve a series of motions to consolidate ALA governance documents from the current Constitution and Bylaws documents into a revised (new) Bylaws document.

Background:

The Constitution and Bylaws Committee has performed a thorough, structural analysis of both ALA's Constitution and Bylaws documents. There is considerable overlap, i.e., redundancy, in these authoritative charters, and that repetition has engendered confusion in the need to refer to two nearly identical albeit different official governance documents. As a preliminary step to a post 2022 Annual revision of the ALA Bylaws and Constitution, CBC recommends the reconciliation of the two documents.

The process to achieve this Parliamentarian-recommended unification of ALA's Constitution document and its Bylaws document includes: 1. Rescinding the Constitution document, and 2. Enacting a revised (new) Bylaws document.

Rescinding the Constitution requires 3 separate votes: 2 Council votes (more than 2 months apart), followed by a membership vote if both Council votes pass.

Enacting the revised (new) Bylaws requires 2 votes: 1 Council vote, followed by a membership vote if the Council vote passes

A proposed timeline for completing these steps:

1. First Council vote to Rescind the (current) Constitution at ALA Annual 2022 in DC
 - a. Related ALA Annual 2022 action: Direct the Constitution and Bylaws Committee to propose revised Bylaws for consideration at the ALA LLX midwinter meeting of Council.
2. C&B Committee report at 2023 ALA New Orleans LLX meeting of Council
 - a. Proposes approval of revised Bylaws language, integrating current Constitution & Bylaws documents
 - b. Council debates (and hopefully approves) revised Bylaws language
3. Second Council vote to Rescind (current) Constitution at New Orleans LLX meeting of Council
 - a. Assuming vote in steps 2 & 3 pass, proceed to step 4 below

4. Membership votes on Spring ballot (with clear explanation of process)
 1. Vote to Rescind Constitution
 2. Vote to Enact revised (new) Bylaws

Once the Bylaws and the Constitution are merged, future changes to the Bylaws can be implemented in a more-streamlined fashion.

Motion 1 (To Rescind the ALA Constitution):

Move that the ALA Constitution be rescinded.

Motion 1 (To Rescind the ALA Constitution) Rationale:

This recommendation is supported by both the ALA Parliamentarian and ALA Legal Counsel. It is also in alignment with trends and best practices from North American Associations. This is the first in a series of three (3) votes (two votes by Council and a vote by the ALA membership) necessary to bring such rescission to fruition.

Motion 2 (To Amend the ALA Bylaws)

Move to amend the ALA Bylaws via a general revision to be completed by the Constitution and Bylaws Committee, ALA Governance Office staff, and the ALA Parliamentarian by Fall 2022 with the following provisos that:

- *(Proviso 1) - The revised ALA Bylaws drafts will be shared with ALA Council in the ALA Council Connect space.*
- *(Proviso 2) - If Council approves a final January 2023 LLX Bylaws revision document, it shall, along with a successful vote to rescind the ALA Constitution, be placed on the Spring 2023 ALA ballot for vote by the membership.*

Motion 2 (To Amend the ALA Bylaws) Rationale

There is significant overlap between the current ALA Constitution and Bylaws; adopting this motion will allow for the strategic insertion of relevant, constitution-only verbiage and incorporation of governance changes determined through Council actions resulting in a new, single document aligning current and future association governance to practicality.

We wish to thank our colleagues throughout the association who have counseled us and informed our robust conversations. We value and appreciate your insights.

Respectfully submitted,

Mike L. Marlin, Chair

Michael Cerbo

Aaron W. Dobbs

Ed Garcia

H J. Pedelty

Lessa Kanani'opua Pelayo-Lozada (Executive Board Liaison)

Sheryl Reyes (Director, Office of ALA Governance, Staff Liaison)

Mary Rzepczynski

Cara B. Stone

Vivaldi (Guide Dog Extraordinaire, Canine Librarian, Retired)

Teddy, Entry Level Guide and Canine Librarian