BYLAWS

Of

THE

AMERICAN LIBRARY ASSOCIATION

GENERAL REVISION, DRAFT 1
6 SEPTEMBER 2022
ARTICLE I. NAME

The name of this association shall be the American Library Association.

ARTICLE II. PURPOSE

The purpose of the American Library Association (“the Association”) shall be to promote library service and librarianship.

ARTICLE III. MEMBERSHIP

Section 1. Organization. The American Library Association is composed of the Executive Board, the Council, committees, divisions, round tables, membership interest groups, endowments and entities established under the authority of the Association. Each unit of the Association shall be governed under applicable provisions in the Bylaws of the Association and no unit may adopt a rule in conflict with a rule of the Association.

Section 2. Eligibility. Any person, library, or organization interested in library service and librarianship shall be eligible for membership. Applicants shall be declared members of the Association upon completion of the membership application process and payment of annual dues.

Section 3. Classification of Membership. Categories within each classification of membership in the Association may be established by the Council upon recommendation by the Executive Board. Membership of the Association shall consist of the following membership classes:

A. Personal Members. Individuals shall be eligible for personal membership in the Association;
B. *Chapter Members.* A legally constituted state, territorial, or regional library association;

C. *Organization Members.* Not-for-profit entities including libraries, library associations and organizations, schools conducting programs of library education, and affiliated organizations;

D. *Corporate Members.* For-profit entities interested in the purpose of the Association;

E. *Honorary Members.* Honorary membership may be conferred by approval of the Council upon recommendation of the Executive Board.

Section 4. *Rights and Privileges.* All members shall have the right to attend meetings. Only personal members of the Association shall have the right to make motions, debate, and vote in membership meetings, and to nominate, petition, and hold office.

Section 5. *Dues.* Dues shall be set by the Executive Board with approval by the Council. The membership year for all members of the Association shall be twelve (12) consecutive months, effective the first day of the month following receipt of initial dues payment. Membership counts shall be fixed as of August 31st of each year.

Section 6. *Unpaid Dues.* Membership in the Association shall be automatically canceled for failure to pay dues within two (2) months of membership expiration. Members shall receive notice prior to membership cancellation. Lapsed memberships shall be reinstated upon payment of outstanding dues for the current membership year.

Section 7. *Suspension.* The Executive Board may suspend a member for cause by a two-thirds (2/3) vote and may reinstate a suspended member by a two-thirds (2/3) vote.
ARTICLE IV. OFFICERS

Section 1. Association Officers. The officers of the Association shall be a president; a president-elect, who shall serve as vice-president; a treasurer; and an executive director. The executive director serves as a non-voting ex-officio member of the Executive Board and the Council.

Section 2. Duties. The president, president-elect, executive director, and treasurer shall perform the duties pertaining to their respective offices and such other duties as may be approved by the Executive Board. The president, for the Executive Board, and the executive director, for the headquarters staff, shall report annually to the Council. The executive director shall manage the headquarters and its personnel, carry out the activities provided for in the budget, and perform such other duties as may be assigned to the office.

Section 3. Elected Officer Vacancies. Upon a vacancy in the office of the president, the president-elect shall assume the office thereby creating a vacancy in the office of the president-elect. The Executive Board shall fill a vacancy in the office of the president-elect or the treasurer within thirty (30) days of any such vacancy. An individual appointed by the Executive Board to fill a vacancy shall serve in an interim capacity until a successor is elected. A vacancy in the office of the immediate past president shall be filled by a past president of the Association appointed by the Executive Board.

ARTICLE V. EXECUTIVE BOARD

Section 1. Composition. The Executive Board of the American Library Association shall consist of fifteen (15) members composed of the four (4) officers of the Association, the immediate past president, and ten (10) councilors elected by the Council as follows: three (3) at-large
members, two (2) division members, one (1) round table member, one (1) chapter member, one (1) American Association for School Librarians member, one (1) National Association of Librarians of Color (NALCo) member, and one (1) Rainbow Round Table member.

Section 2. Roles and Responsibilities. The Executive Board shall act for the Council in the administration of established policies and programs, fiduciary responsibility, and shall report on its activities at the next meeting of the Council. The Executive Board shall be the body, which manages the affairs of the Association, and shall delegate management of the day-to-day operations to the executive director. The Executive Board shall make recommendations to the Council with respect to matters of policy.

Section 3. Executive Board Terms. All elected officers and members of the Executive Board shall serve until the adjournment of the annual conference that follows the selection of their successors. The president-elect shall serve the first year after election as vice-president, the second year as president, and the third year as immediate past president. All other members of the Executive Board shall also serve a term of three (3) years or until their successors are elected.

Section 4. Executive Board Vacancies. A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment, the person so appointed to serve until the following annual election.

Section 5. Appointments. The executive director shall be appointed by the Executive Board and shall hold office at its pleasure. An interim executive director may be appointed by the Executive Board to serve until a permanent appointment to the office is selected. The Executive Board shall appoint all committees of the Association not otherwise provided for and shall fix the compensation of paid officers. Only personal members of the Association shall be appointed to committees except by authorization of the Executive Board.
Section 6. Endowment Trustees. The treasurer shall serve as a voting ex-officio endowment trustee. Endowment trustees shall be appointed by the Executive Board annually to hold office for three (3) years from the date of appointment or until a successor is appointed. Trustee vacancies shall be filled by the Executive Board to complete unexpired terms.

ARTICLE VI. COUNCIL

Section 1. Council Duties. The Council of the American Library Association shall be the policy-making body of the Association. The Council shall delegate to the Association authority to plan and carry out programs and activities within assigned fields of responsibility. The Council shall have the authority to establish or dissolve a division, round table, or membership interest group.

Section 2. Composition and Terms. All personal members of the Association shall be eligible for nomination to the Council from their respective constituencies. Furthermore:

A. Each chapter shall be entitled to one (1) councilor to be elected by the members of the chapter;

B. Each division of the Association shall be entitled to one (1) councilor to be elected by the members of the division;

C. Each of the National Associations of Librarians of Color (NALCos) shall be entitled to one (1) councilor to be elected by the respective association;

D. Round tables with personal membership equal to or greater than one percent (1%) of the total personal membership shall be entitled to elect one (1) councilor each, and the remaining round tables jointly shall be entitled to one (1) councilor to be elected by the members of the respective round tables. A councilor elected under
this article shall continue to serve without prejudice to any change that might occur
in the size of the membership of their round table;

E. Eighteen (18) councilors at-large shall be elected directly by the Association at
large;

F. Elected members of the Executive Board shall be voting ex-officio members of the
Council.

Section 3. Councilor Terms. Councilors shall serve terms of three (3) years or until their
successors are elected. Division, round table, and at-large councilors shall commence at the
adjournment of the final Council meeting of the annual conference following their election.
Chapters and NALCos shall accredit their councilors to the executive director in advance of the
first meeting after their election. No person shall serve in multiple Council positions
simultaneously as a member of the Council with the exception that members of the Executive
Board may also be an elected member, but such member shall have only one (1) vote when voting
in the Council.

Section 4. Council Officers. The president, president-elect, treasurer, and the executive
director of the Association shall serve as officers of the Council, the executive director serving as
its secretary. The presiding officer may exercise the option to vote only in case of a tie and the
executive director shall not have the right to vote.

Section 5. Council Meetings. The Council shall hold at least two (2) meetings each year,
of which a meeting shall be held during the annual conference of the Association and any other
meetings shall be designated by the Executive Board or at the call of the president. A majority of
the fixed membership of the Council shall establish a quorum for all meetings.
Section 6. Council Vacancies. A vacancy in the membership of the Council representing the Association at large shall be filled at the following election to complete the unexpired term and take effect immediately after the election is certified; A vacancy in the membership of the Council representing a chapter, division, round table, or association may be filled by that respective constituent on an interim basis. The interim councilor shall serve as a voting member until the next regularly scheduled election.

Section 7. Council Succession. If a member is elected to the Council but declines the position during the period between the announcement of the annual election results and the seating of the new Council at the conclusion of the Annual Conference, the seat will be filled by the candidate who received the next highest number of votes in the annual election. If the election of a division or round table councilor was not contested, the division or round table shall accredit an interim councilor to the executive director in advance of the first meeting after selection. The interim councilor shall serve as a voting member of the Council to represent the division or round table until a councilor is elected in the next annual election and is seated in the new Council at the conclusion of the following annual conference.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting. There shall be an annual conference of the Association at such place and time determined by the Executive Board. During the annual conference, there shall be an annual meeting of the Association.

Section 2. Membership Meetings. A membership meeting consists of the voting members of the Association and may act upon all business in order. A membership meeting shall be held during the annual conference and at such other times as may be set by the Executive Board, the
Council, or by membership petition. A membership petition must be filed with the executive director at least thirty (30) days before the proposed meeting with five (5) percent or more voting members of the Association as of August 31st of each year. The Association, by a vote at a membership meeting, may refer any matter to the Council with recommendations and may require the Council to report on such matter at any specified meeting of the Association. Any question of policy may, by a majority vote of the Council, be submitted to the Association to be voted upon either at a membership meeting or as the Council may determine. An action of the Council may be repealed by a majority vote of the Association upon demand of one percent of the personal members as certified by the Executive Director of the Association.

Section 3. Special Meetings. Special meetings of the Association may be called by the Executive Board, the Council, or by membership petition. At least thirty (30) days notice shall be given, and only the business specified in the call shall be transacted. The Executive Board may arrange for regional meetings in an area covered by a regional chapter with consent of such chapter.

Section 4. Registration. For all members attending any meeting or conference there may be a registration fee as fixed by the Executive Board.

Section 5. Virtual Participation. Meetings of the Association membership may be held virtually, and the Executive Board shall establish the procedures for such meetings.

Section 6. Voting. A majority of members present and voting shall be necessary to adopt a motion unless otherwise stated. The Executive Board may authorize the method and time by which votes are to be taken by the Association and by the Council. By petition of one (1) percent of the personal members as certified by the executive director, membership referenda shall be placed on the annual ballot for a vote except that no referenda ruled out of order shall be voted upon. A
petition for a membership referendum must be filed with the executive director at least one hundred
twenty (120) days before the annual conference.

Section 7. Quorum. Seventy-five (75) voting members shall constitute a quorum at
membership meetings. The quorum for meetings of the Executive Board, the Council, and
committees shall be a majority of the fixed voting membership.

ARTICLE VIII. COMMITTEES

Section 1. Committee Establishment. In order to carry out the business of the Association,
the Council shall establish or discontinue divisions, round tables, and committees as the needs of
the Association may require upon the recommendation of the Committee on Organization.
Committees may be committees of the Association or committees of the Council. The Committee
on Organization shall recommend a structure and charge of each such committee, division, or
round table subject to the approval of the Council. The Committee on Organization shall also
authorize membership initiative groups.

Section 2. Committee Appointments.

A. Committees of the Association. There shall be a Committee on Appointments to be
composed of the presidents-elect of the divisions and the president-elect of the
Association who shall serve as chair, to advise on appointments for committees of
the Association.

B. Council Committees. There shall be a Council Committee on Committees to advise
on appointments for Council committees. Membership of the committees of the
Council may consist of both councilors and non-councilors. Subcommittees of the
committees of the Council shall exist at the will of each Council committee.
Section 3. Committee Roster. Upon the recommendation of the Committee on Appointments and the Council Committee on Committees, the Executive Board shall approve the committee roster. At the beginning of the calendar year, the president-elect shall make available a report to the Executive Board and the Council of committee appointments. Thereafter, the Executive Board shall consider the nominations and make its decisions as to appointments.

Section 4. Committee Terms. The committee membership year shall be the same as the conference year. Unless otherwise approved by the Executive Board or the Council, committee members shall be appointed for terms of two (2) years or until their successors are appointed, and may be reappointed for consecutive terms; but in no case shall a person serve on a committee for more than four (4) consecutive years. Appointments shall be made in such manner as to provide continuity in membership.

Section 5. Committee Vacancy. Any vacancy occurring on a committee shall be filled by appointment made by the president, and the new appointee shall serve in an interim capacity to fill out the unexpired term until a successor is appointed.

Section 6. Committee Removal. Upon recommendation of either the chair of the committee, officers of the Association, or division or round table member leadership, the Executive Board may remove a committee member from the committee for cause by a two-thirds (2/3) vote and may reinstate a member by a two-thirds (2/3) vote.

Section 7. Special Committees. All other committees, task forces, or commissions authorized by the Council or the Executive Board, shall be special committees. The term of a special committee shall be limited to two (2) years unless the Council or the Executive Board, whichever has authorized such committee, shall otherwise provide.
Section 8. Interdivisional Committees. Interdivisional committees and other committees formed by two (2) or more distinct units within the Association may be established as required by the groups concerned with notification to the Committee on Organization.

Section 9. Joint Committees. The Council, on the recommendation of the Committee on Organization, may establish joint committees with other organizations when the functions of the proposed committee cannot be appropriately delegated to a single division or Association committee.

Section 10. Voting. Votes in the Executive Board, the Council, committees, and task forces may be taken provided that all members are canvassed simultaneously. A majority vote, provided a quorum has participated, shall be required for passage of any measure voted on by these means. Each of these bodies shall have the authority to set a time limit within which the votes of its members shall be recorded, but if no such time limit is set, no vote shall be counted unless received within thirty (30) days from the day the matter was voted upon.

Section 11. Expenditures. No committee shall incur expense on behalf of the Association except as authorized, nor shall any committee commit the Association by any declaration of policy or statement.

ARTICLE IX. DIVISIONS

Section 1. Division Purpose. An internal unit of the American Library Association, the purpose of a division is to promote library service and librarianship within and for a particular type of library or library activity, and to cooperate in the promotion of general and joint enterprises within the Association and with other library groups. Each division shall represent a field of activity and responsibility clearly distinct from that of other divisions.
Section 2. Division Establishment. The Council may establish a division with a minimum of five-hundred (500) members of the Association who are interested in the same field of librarianship upon petition of such a group. Under exceptional circumstances, the Council may admit as divisions, groups having fewer than five-hundred (500) members and may dissolve a division by a majority vote at two (2) consecutive meetings. A division that is going through the process of discontinuance is entitled to Council representation until it is officially dissolved.

Section 3. Division Governance and Limitations. Each division shall be governed by the bylaws and other applicable rules of the Association. To guide the officers and members in conducting the affairs of a division, which are particular to itself, the division shall adopt rules, which shall not be in conflict with those of the Association. The division shall be in alignment with the mission and goals of the Association and shall not commit the Association by any declaration of policy or statement.

Section 4. Division Organization. Each division shall be organized under a board of directors and with authority to make decisions of the division. A division shall have authority to act for the Association as a whole on any matter determined by the Council to be the responsibility of the division. Each division may establish committees, sections, and other subordinate units as may be required to execute the responsibilities assigned to it. A division may be authorized to arrange a national divisional conference under such conditions as the Executive Board may prescribe.

ARTICLE X. ROUND TABLES

Section 1. Round Table Purpose. An internal unit of the American Library Association, the purpose of a round table is to provide an avenue for membership discussion, education, and
response by library interest area or a field of librarianship not represented within a division to
implement and enhance the Association's goals and priorities.

Section 2. Round Table Establishment. The Council may authorize a round table of any
group with a minimum of one-hundred fifty (150) members of the Association who are interested
in the same field of librarianship not within the scope of any division, upon petition of such group,
which shall include a statement of purpose. Each round table shall maintain a three-year rolling
average membership of at least one hundred fifty (150) round table members, which is calculated
at the end of the ALA fiscal year. Should this round table membership count fall below one
hundred fifty (150), the Committee on Organization shall present that round table with an option
to convert to a membership interest group, merge with another round table, or be discontinued.
Based on the affected round table’s determined action, the Committee on Organization shall bring
the action to the Council for a vote. The Council may dissolve a round table by a majority vote at
two (2) consecutive meetings. A round table that is entitled to a councilor and is going through the
process of dissolution is entitled to Council representation until it is officially dissolved.

Section 3. Round Table Governance and Limitations. Each round table shall be governed
by the bylaws and other applicable rules of the Association. To guide the officers and members in
conducting the affairs of a round table, which are particular to itself, the round table shall adopt
rules, which shall not be in conflict with those of the Association. The round table shall be in
alignment with the mission and goals of the Association and shall not commit the Association by
any declaration of policy or statement the members of each round table shall choose officers to
serve until the close of the next annual conference by ballot.

ARTICLE XI. CHAPTERS
Section 1. Chapter Purpose. The purpose of a chapter is to promote general library service and librarianship within its geographic area, to provide geographic representation to the Council, and to cooperate in the promotion of general and joint enterprises with the Association and other library groups.

Section 2. Chapter Establishment. The Council may establish a chapter in any state, province, territory, or region. No more than one (1) chapter of the American Library Association shall exist in any state, province, territory, or region. In establishing regional chapters, no state, provincial, or territorial association may be included in more than one (1) such region. Any chapter may withdraw from chapter status provided the issue has been submitted to a vote of the chapter membership and is favored by a majority of the members voting; and provided further that notice of withdrawal is sent to the executive director. A chapter may be dissolved by the Council and shall be dissolved if it becomes inactive or fails to comply with the provisions of this article.

Section 3. Chapter Governance and Limitations. Any legally constituted state, provincial, territorial, or regional library association may be designated a chapter. A chapter may admit members who are not members of the American Library Association.

Section 4. Chapter Organization. Each state, provincial, territorial, or regional chapter shall be the final authority within the American Library Association in respect to all programs and policies, which concern only the area for which the chapter is responsible provided they are not inconsistent with any programs and policies established by the Council.

ARTICLE XII. AFFILIATED ORGANIZATIONS

Section 1. Qualifications. National and international organizations having purposes similar to those of the Association or to one or more of the Association’s subdivisions may request to
become an affiliated organization of the Association. Requests for affiliation are subject to
approval by the Council.

Section 2. Limitations. The Association or any subdivision thereof may request to become
an affiliate with national or international organizations having purposes similar to those of the
Association or to one or more of the Association’s subdivisions. However, no subdivision of the
Association may separately affiliate itself with an organization with which the Association is
affiliated. Requests for affiliation are subject to approval by the Council. A division or round table
may affiliate with itself groups interested in the same field of library service or librarianship such
groups may admit nonmembers of the Association.

ARTICLE XIII. FINANCES

Section 1. Review and Approval. The annual budget, including the annual estimates of
income and budget objectives, shall be submitted for Executive Board review and approval as part
of the budget process. Except for projects supported by grants to the Association, annual estimates
of income shall be based upon the unexpended balance remaining from the previous fiscal year
plus anticipated revenues for the next budgeted year. In no case may expenditures be budgeted in
excess of the estimates of income arrived at in this manner except for projects supported by grants
to the Association.

Section 2. Auditing. An audit of all accounts shall be made annually by an external auditor
and reported to the Executive Board.

Section 3. Reporting. A report shall be made available annually to the membership on the
Association’s fiscal status, and at other times as directed by the Executive Board.
Section 4. Endowment Funds. Receipts from life memberships and all gifts for endowment purposes shall, subject to conditions attached thereto, constitute endowment funds. Subject to conditions legally incident thereto, such funds shall be in the custody of three (3) to six (6) appointed trustees.

Section 5. Endowment Trustees. The trustees shall have authority to hold, invest, reinvest, disburse, and otherwise deal with endowment funds in accordance with such directions as may be given them by the Executive Board. The principal of and income from endowment funds shall be expended under the directions of the Executive Board but no such expenditures shall be made except in accordance with any conditions imposed by the donors of any such funds nor for any purposes which are not in consonance with the approved policies of the Association, nor shall principal be expended unless expressly permitted by the terms of the gift, or any amendment or modification thereof. No action shall be taken with reference to investment, reinvestment, or other principal transaction with respect to securities held in the endowment fund, except upon a resolution adopted by or written order signed by a majority of the trustees.

Section 6. Division and Round Table Finances. A division or round table shall establish annual dues subject to the approval of the Executive Board. All dues paid for membership in a division or round table may be put to the credit of that unit. Additional allotments may be made on the basis of need as determined by the Executive Board. All division and round table funds shall be held in the custody of the Executive Board, to be accounted for and disbursed by its designated officer on authorization of the division or round table officers. A division or round table shall have the right by vote of its members to impose additional fees. No unit shall incur expense on behalf of the Association except as authorized.
ARTICLE XIV. ELECTIONS

Section 1. Nominating Committee. Prior to each annual conference of the Association, the Executive Board, upon recommendation of the Committee on Appointments, shall appoint a Nominating Committee to nominate candidates for elective positions. The Nominating Committee shall nominate candidates from among the personal membership for the position of president-elect annually; and for the position of treasurer, whenever this is required; and members at-large of the Council including any vacant member at-large positions. The Nominating Committee shall nominate annually candidates for members-at-large of the Council for three-year terms. No member of the Executive Board shall serve on the Nominating Committee.

Section 2. Reporting. The Nominating Committee shall report its nominations at the Council meeting prior to the annual election. No person shall be nominated by the committee whose written consent has not been filed with the Executive Director of the Association.

Section 3. Nominations. Nominations determined as herein provided shall be placed before the members of the Association on a ballot, which shall be prepared under the direction of the Nominating Committee. The Nominating Committee shall also include on the ballot other nominations filed with the executive director by petition of any two-hundred (200) members of the Association for the position of president-elect and treasurer, and twenty-five (25) members of the Association for the position of councilor-at-Large, provided written consent of these nominees shall have been filed with the Executive Director of the Association. For every election of the Association, the Committee on Election shall establish a closing date for the membership list. Only members in good standing on that date shall receive a ballot and shall be entitled to vote. Every member of the Association eligible to vote shall receive a ballot.
Section 4. Qualification. For each office, the candidate receiving the largest number of votes shall be elected and shall be so reported to the Association by the Committee on Election. In the case of a tie vote, the successful candidate shall be determined by lot conducted by the Committee on Election. In the event that a candidate for election as a councilor-at-large withdraws from or is unable to continue candidacy in the period between the distribution of ballots and the reporting of election results, the votes for that candidate shall be ignored.

Section 5. Council Committee on Committees. There shall be a Council Committee on Committees made up of four (4) councilors elected for one-year terms by the Council. The president-elect shall be the fifth member of this committee and its chair. The four (4) elected members of the Council Committee on Committees shall be elected by ballot of the councilors present and voting at the annual conference. Additional nominations for the Committee on Committees may be made by councilors from the floor.

Section 6. Executive Board Nominations. The Council Committee on Committees shall nominate annually three (3) at-large members, two (2) division members, one (1) round table member, one (1) chapter member, one (1) American Association for School Librarians member, one (1) National Association of Librarians of Color (NALCo) member, and one (1) Rainbow Round Table councilor for three-year terms for election by the Council from among the current members of the Council. Additional nominations for the Executive Board may be made by councilors from the floor. Upon election to the Executive Board, members shall continue to serve as councilors for the duration of their terms.

ARTICLE XV. POLICIES
Section 1. Notice. Members shall be given at least thirty (30) days unless otherwise established in this bylaws or, if less than thirty (30) days, waived by unanimous consent of upcoming action. Publication of notices in the American Libraries shall be considered sufficient to fulfill the requirement of notice.

Section 2. Additional Policies. Additional policies may be adopted and maintained in a manual available to all members. Policies may not conflict with a rule established in the bylaws.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XVII. AMENDMENTS

Section 1. Amendments. All proposals for amending the bylaws shall originate in the Council. An adopted amendment shall become effective when it has been approved by a majority of the members of the Council present and voting at a meeting of the Council, followed by ratification by the members of the Association. The Council, on approving a proposed amendment, shall direct the executive director to place the amendment on the annual ballot, for ratification by the membership.

Section 2. Editorial Updates. The Council, upon recommendation of the Bylaws Committee, may make such editorial changes in these bylaws as do not change their substance and meaning.