

REPORT TO ALA COUNCIL OF THE
ALA BYLAWS COMMITTEE

ALA LLX 2024
JANUARY 21, 2024

TO: ALA Council
FR: Brian E. C. Schottlaender, *Chair*
ALA Bylaws Committee
RE: Information Report/Action Items

I. INFORMATION REPORT

In addition to working on the General Revision of the ALA-APA Bylaws in order to harmonize them with the revised ALA Bylaws, the Bylaws Committee has been working on two other issues as well, both directed to it by ALA Council.

A. CD#57: **Resolution on Guaranteeing Virtual Participation in ALA Governance**

While CD#57 called for amending Bylaws Article VII, Section 2 by striking “may be held virtually” and inserting “shall be held virtually,” subsequent consultation with Councilors Jessamyn West (Mover) and Tara Brady (Seconder) clarified that the Resolution to guarantee virtual participation in ALA Governance [emphasis supplied] actually implicates Bylaws Articles V and VI, not VII. With that clarification, the Bylaws Committee has crafted a new Section 5 for Article V and a new Section 6 for Article VI to address the Resolution. Those amendments are presented as Action Items A and B below.

B. CD#60: **Resolution on Actions by the Executive Board**

1. *Resolved ... That the Policy Manual Revision Working Group review the process for vacancy appointments to the Executive Board and draft any amendments or policies necessary to clarify the term for these vacancy appointments, following legal or parliamentary best practices or recommendations.*

This item has been referred to the ALA Policy Manual Revision Working Group, which will take it up in the course of their work to revise the APM.

2. *Resolved ... That the Bylaws Committee review the Bylaws and develop recommendations regarding a process whereby actions of the Executive Board may be review[ed], amended, or overturned by Council or by the Membership and draft any proposed amendments or policies necessary for this process, following legal or parliamentary best practices or recommendations.*

In addressing this issue, the Bylaws Committee consulted both ALA Counsel Paula Goedert and ALA Parliamentarian Adrian Stratton for legal and parliamentary input, as Council directed. Both agreed that neither legal nor parliamentary best practice would argue for the actions of the Executive Board to be subject to review and rescission by either Council or the Membership. Both strongly counseled against crafting either ALA Bylaws or ALA Policy revisions that would propose that sort of oversight. Ms. Goedert's opinion, attached to this report, notes:

Shifting governing authority and fiduciary responsibility to either Council—a body with more than 100 members that meets only twice a year—or to a broad international membership of 55,000+ individuals would create chaos and bring the work of ALA to a halt. It is inadvisable.

In light of this opinion and confirming input from Mr. Stratton, the Bylaws Committee recommends that no further action be taken on this matter.

II. ACTION ITEMS

A. MOTION

On behalf of the ALA Bylaws Committee, I move to amend Article VI of the ALA Bylaws by adding a new Section 6 (and renumbering subsequent Sections of the Article) as follows:

“Section 6. Council Virtual Participation and Observation. Meetings of the Council shall be conducted in such a manner as to allow for virtual participation by Councilors. Councilors participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. At each meeting, the Council will adopt rules to manage participation by both in-person and virtual participants as appropriate. Virtual observation methods shall be provided to the Association’s membership during open portions of meetings.”

Rationale

The language proposed in the new Section guarantees that Councilors will be able to participate virtually. It also stipulates that virtual observation methods shall be made available to the ALA membership during open portions of meetings.

B. MOTION

On behalf of the ALA Bylaws Committee, I move to amend Article V of the ALA Bylaws by adding a new Section 5 (and renumbering subsequent Sections of the Article) as follows:

“Section 5. Executive Board Participation and Observation. Meetings of the Executive Board shall be conducted in such a manner as to allow for virtual participation by Executive Board members. Board members participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. At each meeting, the Executive Board will adopt rules to manage participation by both in-person and virtual participants as appropriate. Virtual observation methods shall be provided to the Association’s membership during open portions of meetings when scheduling, staffing, and other conditions reasonably allow.”

Rationale

The language in the proposed new Section stipulates that, while the Executive Board shall determine how its meetings are to be conducted (in person or virtually), the Executive Board shall make observation of the open portions of any such meetings available to ALA members when scheduling, staffing, and other conditions reasonably allow.

In closing, I want to thank the other members of the Bylaws Committee, all of whom are wonderful colleagues to work with, as are Sheryl Reyes and Adrian Stratton.

Respectfully submitted,

Brian E. C. Schottlaender, *Chair*

Emily Daly

H J Pedelty

Mark D. Robison

Cara B. Stone

David I. Stokes, *Associate*

Peter D. Hepburn (Executive Board Liaison)

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