REPORT TO ALA COUNCIL
OF THE
ALA BYLAWS COMMITTEE

ALA ANNUAL 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 ALA Bylaws Committee reviewed the Bylaws
Committee has identified two items in the ALA Bylaws themselves in need of Council’s
attention. We come to you, therefore, with the following two Action Items.

II. ACTION ITEMS

A. MOTION

On behalf of the ALA Bylaws Committee, I move to amend Article XIII, Section 1 of the ALA
Bylaws as follows:

“Section 1. Review and Approval. The Executive Board shall review and approve 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.

Rationale

[Peter Hepburn to supply.]
B. MOTION

On behalf of the ALA Bylaws Committee, I move to amend Article XVIII of the ALA Bylaws as follows:

ARTICLE XVIII. DISSOLUTION
Section 1. The Association may be dissolved by a two-thirds majority vote of the Executive Board with the approval of Council. The Executive Board shall comply with all requirements of Massachusetts law applicable to the voluntary dissolution of a charity. After satisfaction of liabilities, any remaining funds shall be distributed to an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Rationale

§55:6 of Robert’s Rules of Order, Newly Revised (12th ed.) notes that a motion to dissolve an organization is, in effect, a motion to rescind the organization’s Bylaws and that, therefore, such a motion “requires for its adoption the same notice and vote as to amend them” [i.e., amend the organization’s Bylaws]. And so, Article XVIII (Dissolution) of the ALA Bylaws currently comports with Article XVII (Amendments) in only requiring a majority vote of the ALA Executive Board to approve dissolving the Association. However, the requirement in Article XVII is actually for a double majority vote: i.e., “a majority of the members of the Council present and voting at a meeting of the Council of which a quorum is present, followed by ratification by the members of the Association” [emphasis supplied].

Inasmuch as no such double majority vote is called for in Article XVIII, the Bylaws Committee recommends increasing the threshold for approving a Dissolution motion from a simple majority vote to a two-thirds vote. If this change is approved, Article XVIII in the ALA Bylaws will comport with Article XIII in the newly revised ALA-APA Bylaws, approved by the ALA-APA Council yesterday, on Saturday, June 29, 2024.

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)