

TO: THE ALA MEMBERSHIP
FROM: Tracie D. Hall, Secretary of the Council
DATE: February 2023
RE: **RESCISSION OF THE ALA CONSTITUTION AND ADOPTION OF THE GENERAL REVISION OF THE ALA BYLAWS**

Upon the recommendation of the Transforming ALA Governance Task Force, ALA Council voted on June 27, 2022, during the ALA Annual Conference in Washington, D.C., overwhelmingly in the affirmative to rescind the ALA Constitution and tasked the ALA Constitution and Bylaws Committee (CBC) with creating instead a thoroughly revised set of ALA Bylaws that integrates content from the Constitution into a single updated Bylaws document that reflects a modern, forward-looking Association.

Per the ALA Constitution (Article XII. *Amendments*), rescission of the ALA Constitution requires two consecutive votes of Council, followed by ratification by the members of the Association. On August 26, 2022, Council conducted the required second vote to rescind the Constitution—again voting overwhelmingly in the affirmative.

On January 27, 2023, during the Library Learning Experience event in New Orleans, LA, ninety-eight percent (98%) of ALA Council voted in the affirmative to adopt the general revision of the American Library Association Bylaws as amended, for submission to the American Library Association membership, with the proviso that, after appropriate review upon adoption of the general revision by the ALA membership, all recommended policy insertions be made in the ALA Policy Manual.

Whereas the Council of the American Library Association has fulfilled the requirements of the ALA Constitution Article XII, Section 1 necessary to place ratification of its actions before the membership; and

Whereas the Council of the American Library Association has fulfilled the requirements of the ALA Bylaws Article XI, Section 1 necessary to place ratification of its actions before the membership;

Resolved, That the American Library Association membership ratify the actions of the Council to RESCIND the American Library Association Constitution and ADOPT the general revision of the American Library Association Bylaws as presented.

PARLIAMENTARIAN NOTE:

If the ALA membership votes in the negative on rescinding the Constitution and adopting the general revision of the ALA Bylaws, then the current Constitution and Bylaws will remain in effect. If the ALA membership votes in the affirmative, then the rescission of the Constitution and adoption of the general revision of the ALA Bylaws will take effect immediately.

Further, if the ALA membership votes in favor of rescinding the Constitution and adopting the new Bylaws, the ALA Executive Board will follow a three-year transition plan for adjusting the size and composition of both the Executive Board and the ALA Council as called for in the new Bylaws by a process of attrition.

PRO STATEMENT: “I support the General Revision of the ALA Bylaws because it promises to modernize our governance, improve our Association work, and strengthen the diverse representation of our membership. The Bylaws changes reflect broad input from members over the past few years as the Association has focused on developing a more cohesive governance framework. Therefore, I strongly encourage members to vote in support of the new ALA Bylaws as we continue our forward momentum together.”

— Maggie Farrell (ALA Councilor-at-Large, Immediate Past ALA Treasurer, and Past ACRL Councilor)

CON STATEMENT: There is no statement in opposition to the motion to rescind the ALA Constitution and adopt the general revision of the ALA Bylaws.

Attachment: Final Draft of the general revision of the ALA Bylaws

BYLAWS

of

THE

AMERICAN LIBRARY

ASSOCIATION

GENERAL REVISION, FINAL DRAFT 4

RELEASED JANUARY 13, 2023

AMENDED JANUARY 26, 2023

ACCEPTED COUNCIL AMENDMENTS JANUARY 28, 2023

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, divisions, round tables, committees, and other units 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 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. *Organizational Members.* Libraries, library associations and organizations, schools conducting programs of library education, affiliate organizations, and other non-profit entities;

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

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

Section 5. Dues. Dues shall be set by the Executive Board with approval by the Council. No dues increase shall exceed the Consumer Price Index percentage change for the preceding twelve (12) months except as approved by the Council and ratified by the members of the Association. The membership year for each member shall be twelve (12) consecutive months, effective the first day of the month following receipt of initial dues payment. Membership totals shall be fixed as of August 31 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.

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, 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 Association staff, shall report annually to the Council. The executive director shall manage the Association 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, subject to a confirmation vote by Council.

ARTICLE V. EXECUTIVE BOARD

Section 1. Composition. The Executive Board of the American Library Association shall consist of fifteen (15) members including: the four (4) officers of the Association, the immediate past president, and ten (10) councilors elected by Council to three-year (3-year) terms as follows:

- A. three (3) at-large members;
- B. two (2) division members;
- C. one (1) round table member;
- D. one (1) Rainbow Round Table member;

- E. one (1) chapter member;
- F. one (1) American Association of School Librarians member; and
- G. one (1) member from one (1) of the National Associations of Librarians of Color (NALCo).

All Executive Board members must be active members of the American Library Association. Executive Board members elected by Council must be current Councilors and, as appropriate, current members of the division, round table, chapter, or association from which they are elected or appointed.

Section 2. Roles and Responsibilities. The Executive Board shall act for the Council in the administration of established policies and programs, and shall report on its activities at the scheduled Council meeting following any such activity. The Executive Board has fiduciary responsibility for the Association, manages the affairs of the Association, and delegates 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 president-elect, the second year as president, and the third year as immediate past president. All other members of the Executive Board shall serve staggered terms of three (3) years or until their successors are elected.

Section 4. Executive Board Meetings. The Executive Board shall hold at least four (4) meetings each year, of which one shall be held during the annual conference of the Association, and any other(s) shall be designated by the Executive Board or at the call of the president. A

majority of the fixed membership of the Executive Board shall constitute a quorum for all meetings.

Section 5. Executive Board Vacancies. A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment, and the person so appointed will serve until the following election. A vacancy in the office of the immediate past president shall be filled by a past president of the Association and appointed by the Executive Board.

Section 6. 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 fix the compensation of paid officers.

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 have the authority to monitor and enforce adherence to all Association policies. 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 a division, round table, or any other unit needed to accomplish the work of the Association and to dissolve units authorized under its authority.

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

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

- B. Each round table 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 who shall be a member of at least one of these round tables and shall be elected by the respective members of these round tables.
- C. Each chapter shall be entitled to one (1) councilor to be elected by the respective members of the chapter;
- D. Each of the National Associations of Librarians of Color (NALCo) shall be entitled to one (1) councilor to be elected by the respective association;
- E. Thirty-six (36) 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. 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 the unit they are representing. The terms of 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 a member 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 executive director of the Association shall serve as officers of the Council, with the executive director serving as its secretary.

Section 5. Council Meetings. The Council shall hold at least two (2) meetings each year, of which one shall be held during the annual conference of the Association and any other(s) shall be designated by the Executive Board or at the call of the president. A majority of the fixed membership of the Council shall constitute 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 as an at-large Councilor 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.

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 or at such other times as may be set by the Executive Board, the Council, or by membership petition. Any such petition must be filed with the executive director at least thirty (30) days before the proposed meeting with five percent (5%) or more voting members of the Association as of August 31 of each year.

- A. The members of 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 a meeting of the Association.
- B. Any question of policy may, by a majority vote of the Council, be submitted to the membership to be voted upon either at a membership meeting or as the Council may determine.
- C. An action of the Council may be repealed by a majority vote of the membership in a vote in which a minimum of twenty-five percent (25%) of the personal members of the Association have cast a valid vote.

Section 3. Special Meetings. Special meetings of the membership 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. Meetings or conferences of the Association may include a registration fee at the discretion of the Executive Board.

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

Section 6. Voting. A majority vote shall be required for passage of any measure voted on by these means.

- A. The Executive Board may authorize the method and time by which votes are to be taken by the Association and by the Council.
- B. The Executive Board, the Council, and all committees shall have the authority to set a time limit within which the votes of their 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 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. Intended to be permanent and meet regularly, standing committees of the Association shall be established and charged by the Council. Intended to be temporary and meet as needed, special committees of the Association may be established and charged either by the Council or by the Executive Board.

- A. *Standing Committees.* The standing committees of the Association named in these *Bylaws* are the Bylaws Committee, the Committee on Appointments, the Committee on Committees, the Committee on Organization, the Election Committee, the Intellectual Freedom Committee, the Nominating Committee, and the Policy Monitoring Committee. Additional standing committees may be adopted by resolution of the Council. The Committee on Organization shall recommend to Council the name, size, composition, and charge of any such committee.
- B. *Special Committees.* Committees that are not standing committees including ad hoc committees, advisory committees, commissions, task forces, working groups, etc. established and charged either by the Council or by the Executive Board, whatever their name, shall be special committees. The term of a special committee shall automatically end with the fulfillment of its purpose but shall be limited to two (2) years unless otherwise extended to fulfill its purpose.
- C. *Interdivisional or Joint Committees.* Interdivisional or joint committees may be established by the Council or by the Executive Board, either between divisions or with other organizations, when the functions of the proposed committee cannot be appropriately delegated to a single division or Association committee.

Section 2. Appointments. Committee chairs and members shall be appointed by the president-elect and approved by the Executive Board. There shall be a Committee on Appointments to be comprised of the presidents-elect of the divisions and the president-elect of the Association, who shall serve as chair, to advise the president-elect of the Association on nominations for committee appointments. Only personal members of the Association shall be

appointed to committees except by authorization of the Executive Board and appointments shall be made in such manner as to provide continuity in committee membership.

Section 3. Committee Terms. Unless otherwise approved by the Executive Board, committee members shall be appointed for terms of two (2) years or until their successors are appointed, and may be reappointed for one (1) additional, consecutive term. After serving two (2) consecutive terms, a member shall become eligible for appointment again after a one (1) year break in service on the committee. A committee chair shall be appointed annually for a term of one (1) year or until their successor is appointed.

Section 4. 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 5. Removal from Committee. Upon recommendation of the committee chair or an officer of the Association, the Executive Board may remove a committee member from a committee for cause by a two-thirds (2/3) vote and may reinstate a committee member by a two-thirds (2/3) vote.

Section 6. Limitations. Except as authorized, no committee shall commit the Association by any declaration of policy or other statement, nor shall it incur expenses on behalf of the Association except as authorized.

ARTICLE IX. DIVISIONS

Section 1. Purpose. The purpose of a division, an internal unit of the American Library Association, is to provide focused attention on library service and librarianship within and for a) a particular type of library or b) a particular type of 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 responsibility clearly distinct from that of other divisions. 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.

Section 2. 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. If, in the opinion of the Council, the usefulness of a division has ceased, the Council may dissolve a division by a majority vote at two (2) consecutive Council meetings. A division that is going through the process of discontinuance is entitled to Council representation until it is officially dissolved.

Section 3. 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 that are particular to itself, the division shall adopt bylaws, policies, or procedures, which shall not be in conflict with those of the Association. Except as authorized, no division shall commit the Association by declaration of policy or other statement, nor shall it incur expenses on behalf of the Association.

Section 4. Organization. Each division shall be organized under a board of directors with authority to make decisions of the division. Each division may establish committees, sections, and other subordinate units as may be required to accomplish the business of the division.

Section 5. Activities. A division may develop standards, issue publications, hold meetings, retain or adopt a distinctive name, and, in general, carry-on activities along the lines of its interests.

A division may be authorized to arrange a divisional conference upon review and approval of the Executive Board.

ARTICLE X. ROUND TABLES

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

Section 2. 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 a specific area of library interest or 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 at least one hundred fifty (150) round table members, which is calculated at the end of the Association fiscal year. Should a round table's membership count fall below one hundred fifty (150), the Committee on Organization shall present that round table with options to convert into or merge with another unit of the Association, or be dissolved. 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. 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. No round table shall commit the Association by any declaration of policy or other statement, nor shall it incur expenses on behalf of the Association except as authorized.

ARTICLE XI. CHAPTERS

Section 1. Purpose. The purpose of a chapter is to provide focused attention on general library service and librarianship within a particular 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. Establishment. The Council may recognize 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. No state, provincial, or territorial association may be included in more than one (1) regional chapter. 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 shall be removed from recognition as a chapter by the Council if it becomes inactive or fails to comply with the provisions of this article.

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

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 divisions and round tables 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 division or round table thereof may request to become an affiliate of other national or international organizations having purposes similar to those of the Association or to one or more of the Association's divisions and round tables. However, no internal unit 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 financial 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. 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. Endowment 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, subject to conditions imposed by the donors of any such funds. The treasurer shall serve as a voting, ex-officio Endowment Trustee.

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 the Executive Board's designated officers on authorization of the division or round table officers for purposes authorized under these *Bylaws* and permitted by law. 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 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; for the position of treasurer; and for members at-large of the Council including any vacant member at-large positions. No member of the Executive Board shall serve on the Nominating Committee.

Section 2. Nominations. The Nominating Committee shall report its nominations 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. Balloting. Nominations shall be placed before the membership of the Association on a ballot. The Elections 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 have been filed with the executive director of the Association. For every election of the Association, the Elections Committee shall prepare ballots, election methods and procedures, and a closing date to certify voter eligibility.

Section 4. Election. Only members in good standing certified as eligible will be entitled to vote in elections. Except as otherwise stated in these *Bylaws*, for each election in the Association the candidate receiving the largest number of votes shall be elected to serve a term of one (1) year *or* until their successors are elected with the term beginning at the conclusion of the annual meeting after their election. In the case of a tie vote, the successful candidate shall be determined by lot

conducted by the Elections Committee. 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. All election results shall be reported to the Association by the Elections Committee.

Section 5. Committee on Committees. There shall be a Committee on Committees composed 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 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. The Committee on Committees shall nominate annually from among the current members of the Council candidates for nomination to the Executive Board to serve three-year terms. Upon election to the Executive Board, members shall continue to serve as councilors for the duration of their terms.

Section 6. Membership Referenda. Petitions for membership referenda from one percent (1%) of the personal members as certified by the executive director, received not fewer than sixty (60) days prior to the ballot, shall be placed on the annual ballot for a vote, except that no referenda ruled out of order by the presiding officer shall be voted upon.

ARTICLE XV. POLICIES

Section 1. Policies. While these *Bylaws* define its governing rules, the Association's policies define its day-to-day operations. Association policies, whether those adopted by formal action of Council or other policies, shall be available to all members. Policies may not conflict with a rule established in the *Bylaws*.

Section 2. Policy Monitoring Committee. The Policy Monitoring Committee shall monitor the accurate documentation and codification of Association policies and, subject to approval by the Council, shall prepare additions to or changes in the *Association Policy Manual*.

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 of which a quorum is present, 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. Notice. The membership shall be given at least thirty (30) days' notice of a proposed amendment or new bylaw. Publication of notice as outlined in the *Association Policy Manual* shall be considered sufficient to fulfill the requirement of notice.

Section 3. 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.

ARTICLE XVIII. DISSOLUTION

Section 1. The Association may be dissolved by 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.