

MICHIGAN ACADEMIC LIBRARY ASSOCIATION INC. (MiALA), BYLAWS

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be the Michigan Academic Library Association Inc. (MiALA or Association).

Section 2: The purposes of the Association are:

- Provide opportunities for professional development, scholarship, information sharing, growth, leadership, and committee service for all academic librarians and library staff in any college, community college, or university libraries in Michigan, library science students, and retired librarians;
- Strive to advance academic librarianship, libraries, and services in Michigan;
- Serve as catalyst for statewide collaboration and as a connector to national academic library interests, including ACRL;
- Educate and inform appropriate communities of the value and contributions of academic libraries and librarians in Michigan.

Section 3: The principal office of MiALA within the state of Michigan shall be as determined by the Board of Directors (hereafter referred to as Board). The principal office and registered agent shall be filed with the Michigan Department of Licensing and Regulatory Affairs.

Section 4: The MiALA was formed for academic librarians, library staff, and library science students and libraries and will serve as the professional home for members who work in or wishes to show support for academic libraries in Michigan.

Section 5: Nonprofit Operation. The Association shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or comparable provisions of subsequent legislation, as a Michigan Nonprofit Corporation, and in compliance with the Michigan Nonprofit Corporation Act, MCL 450.2101, *et seq.* The Association shall have all powers permitted by law to conduct activities in furtherance of its corporate purposes including, but not limited to, those powers listed in Section 261 of the Michigan Nonprofit Corporation Act, MCL 450.2261.

Notwithstanding any other provisions of these bylaws, all activities shall comply with the requirements of the Certificate of Incorporation and the Bylaws of the Association.

No Director, Officer, or other member of the Association shall have any title to or interest in the corporate or Association property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, or other private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 1: Application for membership shall be open to individuals and organizations that support MiALA. Individual membership is available to anyone who has an interest in Michigan academic libraries, including library/information school students. Institutional membership is available to any organization

that wishes to support MiALA and is not limited to academic libraries. Continuing membership is contingent upon being in good standing with the Association including being current with payment of membership dues. Failure to remain a member in good standing in the Association may constitute grounds for expulsion of a member if the member does not correct any deficiency within 60 days of being sent written notice of the deficiency. Following those 60 days, the Board may vote for expulsion of the member, within its discretion.

Section 2: Institutional members of MiALA shall appoint one representative to act on the institution's behalf, to receive mailings, speak for the institution, and represent the institutional member at meetings and in elections. The representative shall have all the rights and responsibilities of individual members on behalf of the institution.

Section 3: Each individual member and each institutional member (through its representative) shall have a single vote on matters that come before the Association membership meeting and elections.

Section 4: The Board shall have the authority to establish and define voting and non-voting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The regular annual membership meeting shall be in spring. The Board shall set the time and place.

Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board membership. A written request signed by ten percent of the members may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each member, by email or by mail, not less than ten nor more than sixty days before the meeting. Notice is given to each member at the last known address or email address as it appears in the membership roster. Any notice given to a member by a form of electronic transmission which the member has provided to the Association shall be sufficient notice of a meeting. Each member is responsible for ensuring that its address on the membership roster is up to date. Attendance of a person at a meeting constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Each notice shall provide a description of the means of electronic or remote communication by which a member may participate.

Section 4: Quorum. Members present in person, by phone, or by permitted electronic means who represent ten percent of the membership entitled to vote at a membership meeting shall constitute a quorum.

Section 5: Participation by Electronic Means. The Board may at its option designate that, subject to any reasonable guidelines or procedures adopted by the Board, a member may participate in a meeting by a conference telephone or other means of remote or electronic communication so long as all persons participating in the meeting can hear the proceedings concurrently with the proceedings and have an opportunity to participate in the meeting including the opportunity to vote on any matters submitted to the members at the meeting. If such means are permitted by the Board, the Board shall at the beginning of the meeting advise all members present of the means of remote communication in use and the names of the participants attending the meeting. The Board shall also ensure that each member participating by electronic means is a current member in good standing prior to the meeting. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6: Certified List of Members. The Secretary shall make and certify a complete list of the members entitled to vote at a meeting. The list shall be arranged alphabetically within each class of membership and shall include the address of each member. The Secretary shall have this list present at each meeting. The list shall be open to examination by any member during the meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any member during the entire meeting by posting the list on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

Section 7: Voting. A vote may be cast either orally or in writing at a meeting. Votes may also be cast by electronic method, if such method is approved by the Board. Unless otherwise provided by these Bylaws or required by law, any action submitted to the members for vote shall be authorized by a majority of the votes cast by those present at the meeting where the vote is held.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The business and affairs of the Association shall be managed by its Board. The Board is responsible for overall policy and direction of the Association and may delegate responsibility for day-to-day operations to the Association's President, Executive Committee, committees, Interest Group Coordinating Council, and Interest Groups.

The Board shall have eleven members.

- President
- Vice-President/President-elect
- Immediate Past-President
- Secretary
- Treasurer
- Community College Representatives (2)
- Private Colleges & Universities Representatives (2)
- Publicly funded Universities Representatives (2)

The board members receive no compensation other than reimbursement of reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly. Meeting dates shall be set according to Board policy. If so agreed by the Board, a member of the board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

Section 3: Board Elections. Members of the Association shall elect board members in annual elections. The Board election will take place each spring following a call for nominations. No less than one week prior to the election, the Board Nominations Committee shall submit nominees to the Board. Nominees recommended by the Board Nominations/Elections Committee shall be current members of the Association in good standing and over the age of 18 years. Board members shall be elected by a plurality of the votes cast at the election.

Section 4: Terms. All Board members shall serve two-year terms, and are eligible for re-election to a second two-year term. A director shall hold office for the term for which they are elected or appointed and until their successor is elected or appointed and qualified, or until their resignation or removal. A director may resign by written notice to the Association. A resignation of a director is effective when it is received by the Association or a later time if set forth in the notice of resignation.

Section 5: Notice. An official Board meeting requires that each Board member have advance written notice by email or by mail of at least five business days. Attendance of a director at a meeting constitutes a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, a regular or special meeting need be specified in the notice or waiver of notice of the meeting.

Section 6: Quorum. A quorum must be attended in person, by phone, or electronically by at least fifty percent plus one of the Board members before business can be transacted or motions made, defeated, or passed. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board.

Section 7: Budget. The Board is also responsible for developing and reviewing fiscal procedures and reviewing any fund-raising plans. The Board must approve the budget, and all expenditures must be within the budget.

- A. The budget shall be approved in March prior to the beginning of the fiscal year.
- B. Any major change to the budget must be approved by the Board or the Executive Committee.

Section 8: Officers and Duties. There shall be five officers of the Board consisting of a President, Vice President/President-elect, Immediate Past-President, a Secretary, and a Treasurer.

Their duties are as follows:

- President: The President shall serve as the President of the Association, Chair of the Executive Committee, President of the MiALA ACRL Chapter, and delegate to the ACRL Chapters Council. The President shall convene Board meetings, shall preside at each meeting. In the absence of the President, the Vice-President/President-elect shall preside at the meeting; in the absence of both officers, the Secretary or Treasurer shall preside.
- Vice-President/President-elect: The Vice-President/President-elect will serve in the President's absence as needed, will serve on the Conference Planning Committee, and will serve in any other capacity as directed by the President. The President-elect will be selected by the membership each year and will succeed to be President the following year.
- Treasurer: The board shall have the control and management of the Association's funds. The Treasurer shall work with the Association's fiscal agent, require and review all financial statements from the fiscal agent, shall provide financial reports as required by the Board, and shall work with individual committees, Interest Group Coordinating Council, and interest groups to determine income/expense needs.
- Secretary: The Secretary shall keep the minutes of meetings of the Board and the Executive Committee and have approved minutes posted to the web site; see that all required notices are duly and timely given; and be custodian of the records of the Association.

- Past President: Past President shall serve as the chair of the Nominations/Elections Committee and assume any duties assigned by the President.

Section 9: Removal. A director or the entire Board may be removed with or without cause by vote of the majority of members entitled to vote at an election of directors. An officer elected or appointed by the Board may be removed by the board with or without cause. An officer elected by the members may be removed, with or without cause, only by vote of the members. The authority of the officer to act as an officer may be suspended by the Board for cause.

Section 10: Vacancies. If a member of the Board, for any reason, ceases to be a member of the Board, the President may, with the approval of the Board, fill the vacancy by appointing an interim Board member to serve out the term of the vacancy until the next regularly scheduled election for the position. A Board member may cease membership on the Board in three ways:

- A. If a Board member ceases to be member of the Association, the individual shall automatically cease to be a member of the Board.
- B. The Board member may resign from the Board.
- C. The President of the Board may, with the approval of the Board, ask for the resignation of a member of the Board for reasons of misconduct or dereliction of official responsibilities.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the President, Executive Committee, or five members of the Board. Notices of special meetings shall be sent by the Secretary to each Board member, by email or by mail, at least five business days in advance.

Section 12: Director or Officer Discharge of Duties. Every director and officer shall discharge their duties including their duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe is in the best interests of the Association. In discharging their duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following: (a) One or more directors, officers, or employees of the Association, whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; (c) A committee of the board of which they are not a member if the director or officer reasonably believes that the committee merits confidence. However, a director or officer is not entitled to rely on the information if they have knowledge concerning the matter in question that makes reliance unwarranted.

ARTICLE V – COMMITTEES

Section 1: The President, in consultation with the Board, may create committees as needed. There shall be two standing executive committees – Executive Committee and Nominations/Elections Committee – where the chair is a member of the Board. Members of the Board shall serve as liaisons to the Conference Planning, Membership, Inclusion, Diversity, Equity, & Accessibility (IDEA), Advocacy, and Communications Committees. The Board may establish other executive or nonexecutive committees as needed. Nonexecutive committees may include individuals who are not directors, officers, or members of the Association. A nonexecutive committee formed by the Board must be formed by resolution of the Board which states the purposes of the committee, the terms and qualifications of committee members, and the ways in which members of the committees are selected and removed. All executive and

nonexecutive committee members serve at the pleasure of the Board. Non-Members shall not be permitted to serve on any committee.

Section 2: Executive Committee. The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation, Bylaws, and selection of the association's fiscal agent, the Executive Committee shall have the authority to transact the regular business of the association between meetings of the Board, subject to the direction and control of the Board. The Executive Committee shall also respond to complaints relating to MiALA's Code of Conduct.

Section 3: Conference Planning Committee. The Conference Planning Committee will manage the planning for MiALA's annual conference. The Vice President/President-elect will serve as the board member on the committee.

Section 4: Nominations/Elections Committee. The Nominations/Elections Committee will recruit nominees for Association officers, board seats, and Interest Group Coordination Council members-at-large. The Nominations/Elections Committee shall be chaired by the Past President and will have at least five other members so that there are two representatives from each of the three types of academic libraries.

Section 5: Membership Committee. The Membership Committee will manage assessment of value added services for members, advise the board on membership fees, answer membership questions and follow up with non-renewing members, etc.

Section 6: Communications Committee. The Communications Committee will manage member communications, including updating the web site. Members are responsible for using the member listservs for appropriate purposes such as communication of MiALA programs, sharing committee, and Interest Group information, discussions, or questions. Committee is responsible for staying abreast of new communication methods and assessing whether the new technologies would benefit the organization.

Section 7: Inclusion, Diversity, Equity, & Accessibility (IDEA) Committee. The IDEA Committee will undertake ongoing efforts to improve inclusion, diversity, equity, and accessibility within the association and at its events.

Section 8: Advocacy Committee. The Advocacy Committee will provide resources and education about issues of importance to academic libraries, especially within the context of higher education in the state of Michigan. The committee will promote the advocacy efforts of ACRL and ALA and engage in activities that raise professional awareness of specific issues to support academic librarians and library staff, as well as other library communities in their own advocacy efforts.

Section 9: The Awards Committee will manage all current and future association awards.

Section 10: Bylaws Committee. An ad-hoc Bylaws Review committee shall be created every three years, headed by the current Vice-President/President Elect; or as needed.

Section 11: Meetings of Committees. A majority of the members of a committee constitutes a quorum for the transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the committee.

ARTICLE VI – INTEREST GROUPS

Section 1: Interest Groups. Interest Groups [IG] will be the heart of the Association. They will be created by association members and come about when a group of members shows enough interest and enthusiasm to form an IG. These could be short-term or long-term groups. They could form to address an issue or hot-topic that is of interest for a specified amount of time. An IG could also be long-term and exist for several years, kept lively and vital by continued interest on the part of association members. An IG may also dissolve if activity ceases.

Interest Groups must have a chair, and may have other positions. Any such chairs or other positions serve at the pleasure of the Interest Group membership and may be removed at any time as deemed necessary, with or without cause, upon a vote of two-thirds members of the Interest Group. Interest Groups will form by submitting an application to the Interest Group Coordination Council [IGCC]. The application will certify that at least five association members are interested in the topic. It will have a contact person, a statement of purpose, an annual plan (if the IG is going to exist for more than a year), and list of initial membership. Upon receipt of the application, the IGCC will review the application for these elements and if present, the IG will be established. It will be listed among active IGs on the association's web site, along with contact information for those who wish to become part of it. Upon establishment, the Interest Group's initial point of contact will become the interim chair of the IG, until elections are held.

Elections for the IG's elected positions will occur each May, and will be recruited through a call for nominations from the IG membership. The IG chair, vice chair, or secretary will be responsible for submitting minutes or reports of meetings to the Documents section of their IG area on the website. IG leaders are encouraged to submit these documents shortly after meeting. It is suggested that each Interest Group communicate regularly with their IGCC liaison or with the IGCC directly. Each IG is required to complete an End of Year Report that summarizes the IG's activities and membership during the past fiscal year. This report will be submitted by the end of June. The IGCC liaisons will send out a standard report template and the completed reports will be submitted by email to the IGCC liaison, as well as being posted on the IGs Documents on the association website.

As stated in the MiALA Procedures Manual (under "Dissolution Process for Inactive Interest Groups"), if an IG does not meet or submit a report of its meetings for one fiscal year, it will automatically cease to exist and be removed from the list of active IGs. The IGCC will notify MiALA membership at the end of the fiscal year of any IG status changes. However, IGs can be reinstated at any time if there is interest among the membership.

Section 2: Interest Group Coordination Council. Oversight and coordination of IGs will be provided by an Interest Group Coordination Council [IGCC]. The IGCC is responsible for policies that affect IGs, managing funds for IG activities, communicating news to IG leadership, encouraging activity, developing IG leadership, facilitating creation and dissolution of IGs, acting as a liaison between the MiALA Board and the IGs, and any other duties determined by the IGCC or the MiALA Board or as requested by IG leadership.

Section 3: Interest Group Coordination Council Composition. The IGCC is comprised of a minimum of five members: four representatives serving two-year terms and one member-at-large serving a one-year term.

Section 4: Number of IGCC members-at-large. The number of members-at-large should be determined

by the number of active IGs. There should be roughly one member of the IGCC for every three IGs. For example, with 15 IGs, there will be four representatives and one member-at-large. With 18 IGs, there will be four representatives and two members-at-large.

Section 5: Elections to the Interest Group Coordination Council. Elections to the IGCC will occur each spring and will occur through a call from nominations from the membership. Nominees will be submitted to the MiALA Board no less than one week prior to the election. IGCC seats are open to any IG member. A person is only eligible to run for one seat on the IGCC during each election cycle. Each year, two representatives and a minimum of one member-at-large will be on the ballot. The Nominations and Elections Committee is charged with soliciting nominations for representatives performing a wide variety of jobs at different types of institutions and should consider representation from a wide variety

of self-defined library roles including public services, technical services, IT, and archives. Nominees recommended by the Nominations and Elections Committee shall be current members of the Association in good standing and over the age of 18 years. Council members shall be elected by a plurality of the votes cast at the election.

Section 6: IGCC officers and duties. After the election, the IGCC will meet to determine a chair, assistant chair, and secretary. The chair, assistant chair, and secretary will serve for one year.

Their duties are as follows:

- Chair: The IGCC chair will convene regular meetings, create meeting agendas, including soliciting agenda items from IGCC members and IG leadership, coordinate IGCC activities, assign IG liaison responsibilities, and attend MiALA Board meetings as an ex-officio member.
- Assistant chair: The IGCC assistant chair provides back-up should the chair need to be temporarily absent, attend MiALA Board meetings in the absence of the chair if necessary, and communicate to MiALA as a whole about IG activities.
- Secretary: The IGCC secretary takes minutes during IGCC meetings, posts the minutes within two weeks of each meeting in a space that is accessible to MiALA members, and collects and organizes Interest Group reports.

Section 7. IGCC removal. An IGCC member or the entire IGCC council may be removed with or without cause by vote of the majority of members entitled to vote at an election of the council. An IGCC member elected or appointed by the Board may be removed by the Board with or without cause. An IGCC member elected by the members may be removed, with or without cause, only by vote of the members. The authority of the officer to act as an officer may be suspended by the Board for cause.

Section 8. IGCC vacancies. If a member of the council, for any reason, ceases to be a member of the council, the Board President may, with the approval of the Board, fill the vacancy by appointing an interim council member to serve out the term of the vacancy until the next regularly scheduled election for the position. A council member may cease membership on the council in three ways:

- A. If a council member ceases to be a member of the Association, the individual shall automatically cease to be a member of the council.
- B. The council member may resign from the council.
- C. The President of the Board may, with the approval of the Board, ask for the resignation of a member of the council for reasons of misconduct or dereliction of official responsibilities.

ARTICLE VII – RIGHT TO INDEMNIFICATION

Section 1: Right to Indemnification. Each individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that such individual is or was a director or officer of the Association shall be indemnified and held harmless by the Association to the fullest extent authorized by the Michigan Nonprofit Corporation Act and other applicable laws of the State of Michigan, as the same exist or may hereafter be amended, against reasonable expenses, judgments, penalties, fines, and amounts paid in settlement incurred by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of such indemnitee’s heirs,

executors and administrators. However, this indemnification shall not apply if the corporation or another director has filed suit against a director or officer. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of the Corporation, agreement or vote of disinterested directors or otherwise.

ARTICLE VIII - FISCAL YEAR

Section 1: Fiscal Year. The Fiscal Year shall begin July 1 and end June 30.

Section 2: The Board shall determine the fee for individual and institutional membership at least two months prior to the end of the fiscal year and review the fee structure on a three-year cycle.

Section 3: Members who have not renewed their membership sixty days after the end of the previous membership year shall be removed from membership.

Section 4: The Association shall keep books and records of account and minutes of the meetings of its members, board, and executive committee(s), if any. Such corporate records shall be kept at the principal office. The Association must also keep at its principal office records containing the names and addresses of all current members in good standing, and the dates when each member commenced membership. Any of such books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. Any member in good standing may during regular business hours inspect for any proper purpose the Association's list of members, and its other official books and records, if the member gives the Association written demand (or the electronic equivalent) describing with reasonable particularity the purpose of the inspection and the records the member desires to inspect, and the records sought are directly connected with the purpose. Proper purpose means a purpose that is reasonably related to a person's interest as a member. If an attorney or other agent is the person seeking to inspect the records, the demand must include a power of attorney or other writing that authorizes the attorney or other agent to act on behalf of the member. The Association shall respond to any such request within 5 days of receiving the request. Also, if requested in writing (or the electronic equivalent) by a member, the Association shall mail to the member its balance sheet as at the end of the preceding fiscal year; its statement of income for that fiscal year; and, if prepared by the corporation in its normal business, its statement of source and application of funds for that fiscal year. The Association reserves the right to impose reasonable limitations on Member inspections of such records. The Association may charge a reasonable fee for preparing the records and copying the records to the member requesting the information.

ARTICLE IX– PARLIAMENTARY PROCEDURE

Section 1: The rules contained in Robert's Rules of Order (latest edition available) shall govern the association in all meetings, motions, and decision in which they are not inconsistent with these bylaws.

ARTICLE X – AMENDMENTS

Section 1: These Bylaws may be amended, if not contrary to the general policies of the Association, at a duly called membership meeting or by electronic vote. Approval by two-thirds of the members voting is required for amendments to be deemed approved.

Proposed changes shall be made known to the membership via electronic means and posted on the web site at least ten business days in advance of any vote.

Proposed amendments should be submitted to the Secretary of the Association, at least two months prior to the membership meeting, reviewed and supported by the Board before being placed on the web site and notification sent out to the membership for approval.

ARTICLE XI – DISSOLUTION

Section 1: If MiALA ceases operations, the Board, after satisfying all liabilities, may elect to hold any assets for three years in contemplation of resuming operations. If operations do not recur, dissolution begins and the assets will be distributed to organizations exempt from tax under Section 501(c)3 of the Internal Revenue Code as may be designed by the last Board.

Original Approval Date: 12/17/2014 (MiALA Interim Board)

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