

# **Bylaws of the Association**

## **Article 1. Membership**

**1.1 Classes of Membership.** The Association shall have six (6) classes of membership: institutional, international institutional, affiliate, individual, student, and lifetime.

**1.2 Institutional Members.** Libraries of institutions which wish to support the mission and purposes of the Association shall be eligible to apply for institutional membership if they meet one of the following criteria:

- a. Institutions holding accredited membership in the Association of Theological Schools in the United States and Canada;
- b. Institutions accredited regionally\*, that are engaged in graduate theological education or religious studies primarily beyond the undergraduate level;
- c. Regionally accredited universities\* with religious studies programs that also have a librarian or subject bibliographer in the area of religion;
- d. Non-degree granting organizations maintaining collections primarily of theological, religious, or ecclesiastical research material.

Applications for institutional membership from institutions which do not fit into one of these four categories may be referred to the Board of Directors, which may approve membership status in cases where these criteria are judged by the Board to be inappropriate.

Institutional members are entitled to attend meetings of the Association, to vote in Association voting matters, to participate in Association programs, and to receive those publications of the Association that are distributed to the membership. An institutional member may send one (1) official delegate to meetings of the Association to represent its interests in the affairs of the association and to cast its vote in Association voting matters, and may send other representatives as desired. An institutional member shall designate its official delegate in writing to the Association as needed.

**1.3 International Institutional Members.** Theological libraries and organizations outside of the United States and Canada that wish to support the mission and purposes of the Association may apply for international institutional membership if they meet one of the following criteria:

- a. are engaged in professional theological education;
- b. have graduate religious studies programs that also have a professional librarian or subject bibliographer in the area of religion/theology;
- c. are non-degree granting organizations maintaining collections primarily of theological, religious or ecclesiastical research materials.

International institutional members are eligible for the same benefits as institutional members with the exception that international institutional members are not eligible to appoint institutional representatives to the meetings of the Association and are not entitled to vote. International theological libraries and organizations that are eligible as international institutional members are not eligible for any other membership class. Membership as an ATLA international institutional member establishes only that the institution supports the mission and purposes of the Association.

**1.4 Affiliate Members.** Organizations that do not qualify for regular institutional or international institutional Association membership, but are supportive of theological librarianship and the purposes and work of the Association shall be eligible to apply for affiliate membership in the Association. Affiliate members are not eligible to appoint institutional representatives to the annual meetings of the Association and are not entitled to vote. Dues for affiliate membership are equal to the lowest established amount for full institutional members.

**1.5 Individual Members.** Any person who is engaged in professional library or bibliographic work in theological or religious fields, or who has an interest in the literature of religion, theological librarianship, and the purposes and work of the Association shall be eligible to apply for individual membership in the Association. Individual members are entitled to attend meetings of the Association, to vote in Association voting matters, to serve as directors or as members or chairpersons of the Association's committees or interest groups, and to receive those publications of the Association that are distributed to the membership.

**1.6 Student Members.** Any student enrolled in a graduate library school program or a graduate theological or religious studies program who is carrying a half-time class load or greater shall be eligible to apply for student membership in the Association. A person engaged in full-time employment in a library or elsewhere shall not be eligible to apply for student membership in the Association. Student members are entitled to attend meetings of the Association, to be members of interest groups, and to receive those publications of the Association that are distributed to the membership, but are not entitled to vote.

**1.7 Lifetime Members.** Lifetime members are individual members who have all the rights and privileges of individual membership and who are exempt from paying dues. There are two ways to become a lifetime member:

a. Any person who has paid dues for at least ten (10) consecutive years of individual membership in the Association immediately preceding his/her retirement may become a lifetime member of the Association.

b. Any person who has made an outstanding contribution to the advancement of the work of the Association may be nominated by the Board of Directors and be elected a lifetime member of the Association by a two-thirds (2/3) vote of the membership at any annual meeting of the Association.

**1.8 Approval.** The Board of Directors shall establish how applications for membership are approved and how institutions and individuals are received into membership in the Association.

**1.9 Dues.** The Board of Directors shall establish the annual dues for individual, student, institutional, international institutional, and affiliate members of the Association, subject to the ratification of the members at the next following annual or special meeting of the Association.

**1.10 Suspension.** Members failing to pay their annual dues within ninety (90) calendar days of the beginning of the Association's fiscal year shall be automatically suspended and shall lose all rights, including voting rights. A member thus suspended may be reinstated by payment of that member's unpaid dues before the end of the fiscal year in which the suspension occurred, which reinstatement shall be effective when payment is received by the Association. Members may be suspended for other causes by a two-thirds (2/3) vote of the Board of Directors and may be reinstated by a two-thirds (2/3) vote of the Board.

\*Regional Accreditation agencies referred to in clause 1.2b:

Middle States Association of Colleges and Schools (MSA)

New England Association of Schools and Colleges Commission on Institutions of Higher Education (HEASC-CIHE)

North Central Association of Colleges and Schools Commission on Institutions of Higher Education (NCA)

Northwest Association of Schools and Colleges Commission on Colleges

Southern Association of Colleges and Schools Commission on Colleges (SACS)

Western Association of Schools and Colleges Accrediting Commission for Senior Colleges and Universities (WASC-Sr.)

or the equivalent in Canadian jurisdictions.

## **Article 2. Membership Meetings**

**2.1 Annual Meetings.** The association shall hold an annual meeting of the membership in April, May, June, July, or August of each year for the purpose of transacting business coming before the association. The board of directors shall set the place, time, and date, which shall, normally, be in June, of each annual meeting. If the date of the annual meeting is set prior to or after the month of June, the timetable for the nomination and election of directors, as set forth in these bylaws, shall be adjusted accordingly.

**2.2 Special Meetings.** Special meetings of the association may be called at the discretion of the board of directors. All members of the association shall receive notification of a special meeting at least fifteen (15) calendar days before the date of each meeting.

**2.3 Quorum.** Twenty-five (25) official delegates of institutional members of the association and seventy-five (75) individual members of the association shall constitute a quorum at annual and special meetings of the association.

**2.4 Admission to Meetings.** Membership meetings shall be open to all members of the association and to those interested in the work of the association

### **Article 3. Officers**

**3.1 President, Vice President, and Secretary.** The board of directors shall, prior to the close of the annual meeting of the association, elect from its own number a president, a vice president, and a secretary of the association. Each person so elected shall serve for one (1) year or until his or her successor is elected and qualifies, and may serve successive terms not to exceed his or her elective term as director. The president, vice president, and secretary of the association shall serve, respectively, as the president, vice president, and secretary of the board of directors.

**3.2 Duties.** The officers of the association shall perform the duties prescribed in these bylaws and by the parliamentary authority specified in these bylaws. The president of the association shall preside at all meetings of the association and of the board of directors, and shall lead the board of directors in discharging its duties and responsibilities. The vice president of the association shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The secretary of the association shall be the custodian of the association's records, except those specifically assigned or delegated to others, shall have the duty to cause the proceedings of the meetings of the members and of the directors to be recorded, and shall carry out such other duties as are specified in these bylaws or required by the board of directors.

**3.3 Vacancies.** In the event of a vacancy in the office of vice president or secretary of the association, the board of directors shall appoint from its own number a replacement to fill the vacancy.

**3.4 Executive Director.** There shall be an executive director of the association appointed by the board of directors to serve at the pleasure of the board of directors; if terminated as such, such termination shall be without prejudice to the contract rights of such person. The executive director shall be chief executive officer of the association. The executive director shall meet regularly with the board of directors, with voice but without vote. The executive director shall, ex officio, be an assistant secretary of the association, empowered to certify to corporate actions in the absence of the secretary. The executive director, in addition to appointing and overseeing staff, shall be responsible to the board of directors for the administration of programs, services, and other activities of the association; shall see that all orders and resolutions of the board are carried into effect; shall appoint members of special and joint committees other than board committees, representatives to other organizations, and other officials and agents of the association, and oversee their work.

## **Article 4. Board of Directors**

**4.1 General.** The affairs of the association shall be managed under the direction of the board of directors.

**4.2 Number and Qualification.** The board of directors shall consist of twelve (12) directors, organized in three (3) classes of four (4) directors each. Four (4) directors shall be elected by the membership of the association each year. A director shall be an individual member of the association at the time of election and shall cease to be a director when and if he or she ceases to be a member. No director shall serve as an employee of the association or, with the exception of committees of the board and the nominating committee, as a chairperson of any of the association's committees or interest groups.

**4.3 Nomination and Balloting.** The nominating committee shall report to the secretary of the association by October 1 of each year a slate of at least six (6) nominations for the four (4) places to be filled on the board of directors. These nominations shall be reported in writing by the secretary of the association to the membership no later than the next following October 15. Nominations other than those submitted by the nominating committee may be made by petition signed by no fewer than ten (10) individual members of the association and shall be filed with the secretary of the association no later than the next following December 1. These nominations shall be included on the ballot with the nominees presented by the nominating committee. No nomination shall be presented to the membership of the association without the express consent of the nominee. Ballots, including biographical data on the nominees, shall be sent by the secretary of the association to all institutional and individual members of the association, posted no later than the next following January 15. Ballots shall be returned to the secretary of the association no later than the next following March 1.

**4.4 Teller's Committee and Election.** A teller's committee, appointed by the secretary of the association, shall meet during March to count the ballots and report the result to the secretary of the association by the next following April 1. The secretary of the association shall immediately inform the president of the association of the result of the balloting. Each institutional member of the association shall be entitled to one (1) ballot, and each individual member of the association shall be entitled to one (1) ballot. Candidates receiving the highest number of votes for the number of vacant positions shall be declared elected. If a tie occurs, the teller's committee shall select from among the tied candidates by lot. The acceptance by the membership of the secretary of the association's report to the next annual meeting of the association of the result of the balloting shall constitute the election of the new directors.

**4.5 Term of Office.** Each director shall serve for a term of three (3) years or until his or her successor is elected and qualifies. The term of each director shall commence with the adjournment of the annual meeting of the association at which the director was elected.

No director shall serve more than two (2) consecutive terms, except that a director appointed to fill an unexpired term of eighteen (18) months or less may then be elected to two (2) consecutive three (3)-year terms.

**4.6 Vacancies.** The board of directors shall appoint a qualified individual member of the association to fill the unexpired term of a director who vacates his or her position on the board.

**4.7 Meetings.** Regular meetings of the board of directors shall be held at least once each year. Special meetings of the board of directors may be called by the president or at the request of three (3) or more other directors. Notices of all meetings shall be mailed to each director at least ten (10) calendar days in advance or electronically or personally delivered at least three (3) calendar days in advance. Meetings of the board of directors may be held by conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**4.8 Committees of the Board.** The president of the board of directors may appoint committees of the board as needed. These committees may consist of both directors and non-directors, but a majority of the membership of each shall be directors, and a director shall serve as chairperson.

**4.9 Compensation.** A director shall receive no fee or other emolument for serving as director except for actual expenses incurred in connection with the affairs of the association.

**4.10 Removal.** Any director or the entire board of directors may be removed with or without cause by the affirmative vote of two thirds (2/3) of the votes present and voted by official delegates of institutional members and individual members at annual or special meetings of the association, provided that written notice of such meeting has been delivered to all members entitled to vote and that the notice states that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

**4.11 Admission to Meetings and Availability of Minutes.** All meetings of the board of directors shall be open to all members of the association, except that the directors may meet in executive session when personnel matters are considered. Actions taken during executive session shall become part of the minutes of the board. All minutes of the board shall be available to all members of the association, except for deliberations about personnel matters when the board is in executive session.

## **Article 5. Employed Personnel**

The executive director shall appoint and oversee staff. No employee of the association shall serve as a director or as a chairperson of any of the association's committees.

## **Article 6. Fiscal Audit**

The accounts of the association shall be audited annually in accordance with generally accepted accounting standards and principles by an independent certified public accountant. Copies of the reports of such audits shall be furnished to any institutional or individual member of the association upon written request; and the books of the association shall be open for review by any such member upon written request.

## **Article 7. Committees**

**7.1 General.** The association may have three kinds of committees: standing, special, and joint.

**7.2 Standing Committees.** There shall be a nominating committee consisting of three (3) individual members of the association appointed by the board of directors, one (1) of whom shall be a member of the board of directors. Each nominating committee member shall serve for a non-renewable term of three (3) years or until his or her successor is appointed and qualifies. One (1) member of this committee shall be appointed each year. The senior member of the committee shall serve as the chairperson. The duty of this committee shall be to nominate candidates for election to the board of directors. The board of directors may establish other standing committees as needed.

**7.3 Special Committees.** The board of directors may authorize the establishment of special committees to advance the work of the association as needed. The board shall be responsible for developing mandates or guidelines for such committees, and the executive director shall be responsible for appointing persons to serve on the committees and overseeing their work. Special committees may consist of both individual members of the association and non-members, but a majority of each such committee shall be individual members, and an individual member shall serve as chairperson.

**7.4 Joint Committees.** The board of directors may authorize the establishment of joint committees of the association with other associations as needed. The board shall be responsible for developing mandates or guidelines for the association's participation in such committees, and the executive director shall be responsible for appointing persons to serve on such committees and overseeing their work. Persons appointed to serve on joint committees shall be individual members of the association.

## **Article 8. Interest Groups**

**8.1 General.** Groups that further the professional interests of members of the association may be formed by members of the association at any time. Membership in interest groups shall be open to all individual and student members of the association.

**8.2 Organization and Program.** Each interest group shall attract its own members, develop its own agenda, and establish a suitable organizational structure as documented in its by-laws, including a rotating steering committee composed of individual members of the association and having an elected chairperson. The steering committee shall oversee the work of the group; and the chairperson of the steering committee shall serve as the liaison between the interest group and the association's board of directors.

**8.3 Recognition.** Provided it has established appropriate by-laws, selected a steering committee and elected a chairperson, an interest group may petition the board of directors for formal recognition.

**8.4 Support.** The board of directors shall establish the means by which interest groups are encouraged and sustained. Recognized interest groups may request financial and administrative support for their work, may request inclusion in conference programs, and may sponsor special activities.

## **Article 9. Publications**

The association's publications of record shall be the *Newsletter* and the *Proceedings*. Other publications may bear the association's name only with the express permission of the board of directors.

## **Article 10. Quorum and Voting**

Unless otherwise permitted or required by the articles of incorporation or by these bylaws:

- a. a majority of members entitled to vote shall constitute a quorum for the transaction of business by the association, its board of directors, and its committees;
- b. an affirmative vote of a majority of the votes present and voted by members entitled to vote shall be the act of the members;
- c. voting by proxy shall not be permitted. In matters to be voted upon by the membership, each institutional member shall be entitled to one (1) vote to be cast by its official delegate, and each individual member shall be entitled to one (1) vote. Individual members who are also official delegates of institutional members are entitled to two (2) votes; this being the case, the presiding officer, when putting matters to a vote at annual or special meetings of the association, shall require that official delegates of institutional members and individual members

vote or ballot separately, to ensure that those who are entitled to do so have the opportunity to cast both votes.

### **Article 11. Parliamentary Authority**

The rules contained in the latest edition of *Robert's Rules of Order* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation or these bylaws.

### **Article 12. Amendments**

**12.1 General.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by members entitled to vote at any annual or special meeting of the association, provided the required notice has been given.

**12.2 Notice.** Amendments must be presented in writing to the voting members present at annual or special meetings of the association no later than the day before the business session at which the vote is to be taken.