

Nebraska Library Association By-Laws

BY-LAWS NEBRASKA LIBRARY ASSOCIATION

(1981; Revised October 25, 1996; October 21, 1999; October 18, 2001; October 2002; October 30, 2003; October 7, 2004; September 29, 2005; October 26, 2006; October 25, 2007; October 14, 2010; October 6, 2011; October 18, 2012; October 10, 2013; October 15, 2015; October 20, 2016; August 30, 2019)

ARTICLE I

NAME

This organization shall be known as the Nebraska Library Association.

ARTICLE II

PURPOSE

The Association shall be an educational, non-profit corporation whose purpose shall be to promote all library interests in Nebraska. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

MEMBERSHIP

Section 1. Personal Membership (Regular). Any person actively interested in the purpose of the Association may become a member upon payment of dues. Personal members receive benefits as approved by the Board.

Section 2. Dues. The Board of Directors shall with the consent of the majority of members present at any annual meeting provide for the time, place, and amount of dues for this Association and its Sections and Round Tables.

Section 3. Membership Year. The Membership Year shall run one year from the date of submission of membership dues. Members will receive renewal notices by email in the month prior to the renewal month.

Section 4. Proof of Membership. The Board of Directors shall provide for the notification of membership upon payment of dues. Such notification shall constitute evidence of membership in the Association. Notification shall be issued by the Executive Director.

Section 5. Voting Rights. Each Personal Member whose dues are currently paid shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6. Resignation. Any member whose dues are currently paid may resign by filing a written resignation with the Executive Director. Any resignation shall take effect on the date of the receipt of the notice or at any time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 7. Transfer of Membership. Membership in this Association shall not be transferable or assignable.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual fall meeting of the members shall be held at such time and place as designated by the Board of Directors for such business as may come before the meeting and for announcing the results of the election of officers.

Section 2. Special Meetings. Special Meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Quorum. Ten percent (10%) of the total membership with voting rights present at any meeting of the Association shall constitute a quorum, provided that at least five libraries and communities are represented. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting without further notice.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Tenure and Qualification. Each Director shall hold office until a successor shall have been elected and installed. The Board of Directors shall consist of the following persons:

- a. The Elected Officers of the Association, as listed in Article VI, Section 1.
- b. The immediate past President of the Association.
- c. The Chairs of the Sections, as listed in Article VIII, Section 1.
- d. The Chairs of the Round Tables, as listed in Article IX, Section 1.
- e. All persons holding compensated positions and representatives from Affiliated Organizations shall serve on the Board in a non-voting capacity.

Section 2. Authority. The Board of Directors shall have the authority to transact the business of the Association, and specific authority stated in these By-Laws.

The Board of Directors may revoke the Association membership of any individual at any time, with or without cause, with a two-thirds majority vote of the Board. Causes for revocation may include, but are not limited to, a violation of any provision or obligation of the Articles of Incorporation, By-Laws, or rules and regulations. It may also include conduct unbecoming a member, conduct detrimental to the welfare of NLA, and indebtedness to NLA. When such action is contemplated, the Executive Board shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should expulsion result, any dues paid will not be refunded.

Section 3. Vacancies in Board of Directors. The Board of Directors shall have the authority to fill any vacancy on the Board which may occur because of death, resignation, or inability to serve, with the exception of the office of Vice-President, President-Elect; Section, Round Table, and Interest Group Chairs; and representatives of Affiliated Organizations. In case the office of Vice-President becomes vacant, the Board of Directors shall be empowered to appoint an acting Vice-President until the following

election of officers, whereupon a special election shall be held to fill the vacant office of Vice-President, President-Elect. Multi-year terms will be filled by appointment for the duration of the calendar year, with a special election to be held at the next annual election cycle.

Any vacancy among Section, Round Table, and Interest Group Chairs shall be filled by the Vice Chair/Chair-Elect of the Section, Round Table or Interest Group. Affiliated Organizations shall designate replacements for their representatives.

Any officer may resign at any time by giving written notice to the Executive Committee without prejudice to the rights, if any, of the Association. Any resignation shall take effect on the date of the receipt of the notice or at any time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held within two months following the annual conference at a time and place designated by the President. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution. All regular meetings of the Board of Directors shall be open to the public unless prior notice is given by the President that the meeting, or portions thereof, will be closed.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix the place.

Section 6. Notice of Special Meetings. Notice of and special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each Director at the Director's address as shown by the records of the Association.

Section 7. Quorum and Attendance. A majority of the Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws. Attendance can be in-person or facilitated through technology.

Section 8. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, and Treasurer.

- a. The Executive Committee may act on behalf of the Board of Directors, including authorization of expenditures up to \$1,000.00, between regularly scheduled meetings of the full Board.
- b. In all cases, the Executive Committee shall, within ten (10) working days, inform the full Board of its actions.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services. The Board of Directors may by resolution allow for the expenses of attendance at any meeting of the Board. Nothing herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Retention of Records. The Board of Directors shall provide for the retention and control of the records of the Association in accordance with these By-Laws.

Section 11. NLA Handbook. The Board of Directors may provide for the compilation and revision of

a handbook setting forth in greater detail the duties of the Association's officers and committees, in accord with these By-Laws, and detailing the duties in the work of the Association.

Section 12. Executive Director. The Board of Directors shall be empowered to contract for an Executive Director with duties and stipend to be fixed by the Board. The Executive Director shall attend all meetings of the Association and the Board of Directors meetings. The Executive Director shall be a non-voting member of all committees of the Association. The Executive Director shall maintain the membership records of the Association.

Section 13. Other Compensated Positions. The Board of Directors shall be empowered to contract for other compensated positions with duties and stipend to be fixed by the Board.

ARTICLE VI

OFFICERS

Section 1. Number, Qualification, and Terms of Office. All officers shall be members in good standing of the Association. The officers of the Association and their terms of office shall begin January 1, following their election:

President. One year.

Vice-President, President-Elect. One year, and then succeeding to the office of President.

Immediate Past President - One year.

Secretary. Two years. The Secretary shall be elected in even-numbered years.

Treasurer. Two years. The Treasurer shall be elected in odd-numbered years.

American Library Association Councilor. Three years.

Mountain Plains Library Association Representative. Three years.

Section 2. Nomination of Officers. The Elections Committee shall solicit candidates for office vacancies listed in Article VI, Section 1. Permission should be secured from at least two candidates to be voted upon for each office.

Section 3. Election of Officers. Election of officers for those offices being vacated shall be conducted by postal mail or electronically with a ballot which shall have provisions for write-in votes. The Elections Committee will certify and announce the results at the annual meetings. In the case of a tie, the election shall be decided with a coin toss performed by the Elections Committee Chair and witnessed by any member in good standing of the Association.

Section 4. Duties of Officers.

President. The President shall preside at general meetings of the Association and at all meetings of the Board of Directors. The President shall appoint members to standing committees as outlined in Article VII and fill vacancies which have occurred. The President may create or dismiss special committees, with the approval of the Board of Directors, whenever conditions warrant such actions. The President shall perform all duties incident to the office of President.

Vice-President, President Elect. The Vice-President, President-Elect shall perform all the duties of the President in the temporary absence or disability of that officer, and shall be prepared to assume any special duties assigned by the President and/or Board of Directors.

Secretary. The Secretary shall keep the minutes of the general meeting of the Association and of the Board of Directors meetings. The Secretary shall have custody of records relative to the current transactions of the Association, subject to the convenience of the other officers. The Secretary shall perform all duties incident to the office of Secretary.

Treasurer. The Treasurer shall be a bonded officer of the Association and shall work with the Executive Director of the Association to secure bonding within one month after assuming the office. The Treasurer shall perform all duties incident to the office of the Treasurer and participate in committees as specified in the By-Laws. The Treasurer shall submit all financial records annually for the audit by the Auditing committee.

American Library Association Councilor. The American Library Association Councilor shall represent the Association at meetings of the American Library Association and shall submit an annual report to the Association concerning current library activities at the national level. This officer shall be a member in good standing of the ALA.

Mountain Plains Library Association Representative. The Mountain Plains Library Association Representative shall represent the Association at the meetings of the Mountain Plains Library Association and shall submit an annual report to the Association concerning library activities at the regional level. This officer shall be a member in good standing of the MPLA.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees. Standing Committees may be created or discontinued only by amending the By-Laws. The standing Committees of the Association are as follows:

- Advocacy
- Auditing
- By-Laws and Handbook
- Communications
- Professional Development
- Diversity
- Finance
- Elections
- Scholarship and Awards

Section 2. Standing Committee Chair The Chair of each standing committee shall be appointed by the President, upon the approval of the Board of Directors, unless otherwise stipulated in the By-Laws. All committee Chairs shall send a copy of an annual report to the Executive Director at a date to be specified prior to the annual meeting. The reports shall be made available to the members of the NLA through the official communications of the association.

Section 3. Standing Committee Membership. Members of the standing Committees shall be nominated by the Committee Chair and have approval of the Board of Directors. The exception are those stipulated to be members of specific committees by virtue of their office or position in the association. Members of Standing Committees must be members of the Association The Executive Director shall be a non-voting member of all committees of the Association.

Section 4. Special Committees. Special committees may be created or discontinued by the President upon the approval of the Board of Directors. Members of special committees shall serve at the discretion of the President and the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the action creating a committee, a majority of the whole committee shall constitute a quorum and the act of a quorum shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII

SECTIONS

Section 1. Authorized Sections. Sections shall represent and promote the development of libraries, library services, library governance, and librarianship within and for a particular type of library.

These Sections shall be authorized:

- College and University
- School, Children's and Young People's
- Paraprofessional
- Special and Institutional Libraries
- Public Library and Trustee

Section 2. Formation and Dissolution of Sections. A new Section may be formed by a petition to the Board of Directors, submitted at least six months prior to the annual meeting. The petition shall state the mission and objectives of the proposed Section, and provide the names of officers for the founding year. Signatories shall be members of the Association and shall number at least ten percent (10%) of the membership as a whole. The Board shall approve or reject the petition by a two-thirds vote, after a hearing of the group's representative(s). If approved by the Board, a new Section shall be authorized by a majority vote of the total membership. The Board may recommend that a Section be dissolved after two years of inactivity, low membership, or of noncompliance with these By-Laws, subject to endorsement by a majority vote of the membership at the annual meeting. Upon the dissolution of a Section, all assets shall revert to the Association. Assets shall include funds and physical and intellectual properties.

Section 3. Function and Authority of Sections. Each Section shall endeavor to promote the further development of libraries and librarianship. Each Section shall elect officers and adopt By-Laws, no provision of which shall be contrary to the By-Laws of the Association. Each Section shall hold meetings, sponsor programs, and provide representatives to serve on Standing Committees of the Association as needed. Each Section shall be given the opportunity to advance candidates for the offices of the Association. Each Section Chair shall submit a copy of an annual report, including a financial report, of the Section's activities to the Executive Director, to be disseminated to the membership. Each Section shall submit one annual financial report to the Association Treasurer.

Section 4. Dues for Sections. Section dues, as determined by Article III, are paid by Section members in addition to the regular NLA dues. These dues shall be collected by the Executive Director and disbursed to the Section.

ARTICLE IX

ROUND TABLES

Section 1. Authorized Round Tables. Round Tables shall represent and promote the study and

development of a particular function or aspect of librarianship that has relevance for more than one type of library.

These Round Tables shall be authorized:

Information Technology and Access Round Table
Intellectual Freedom
(Nebraska) New Members Round Table
Technical Services Round Table

Section 2. Formation and Dissolution of Round Tables. A new Round Table may be formed by a petition to the Board of Directors, submitted at least six months prior to the annual meeting. The petition shall state the mission and objectives of the proposed Round Table, and provide the names of officers for the founding year. Signatories shall be members of the Association and shall number at least five percent (5%) of the membership as a whole. The Board shall approve or reject the petition by majority vote, after a hearing of the group's representative(s). If approved by the Board, a new Round Table shall be authorized by a majority vote of the membership. A Round Table may be dissolved by a majority vote of the Board after two years of inactivity, low membership, or of noncompliance with these By-Laws. Upon the dissolution of a Round Table, all assets shall revert to the Association. Assets shall include funds and physical and intellectual properties.

Section 3. Function and Authority of Round Tables. Each Round Table shall endeavor to promote the further development of libraries and librarianship. Round Table members shall be members of the Association. Each Round Table shall elect officers and adopt By-Laws, no provision of which shall be contrary to the By-Laws of the Association. Each Round Table shall hold meetings, sponsor program(s), and provide representatives to serve on Standing Committees of the Association as needed. Each Round Table Chair shall submit a copy of an annual report, including a financial report of the Round Table's activities to the Executive Director, to be disseminated to the membership. Each Round Table shall submit one annual financial report to the Association Treasurer.

Section 4. Dues for Round Tables. Each Round Table shall set its own dues, which are paid by Round Table members in addition to the regular NLA dues. These dues shall be collected by the Executive Director and disbursed to the Round Table.

ARTICLE X

INTEREST GROUPS

Section 1. Authorized Interest Groups Interest Groups are smaller versions of Sections and Round Tables. Interest Groups also may be established to discuss areas of library philosophy and concern

Section 2. Formation and Dissolution of Interest Groups. A new Interest Group may be formed by a petition to the Board of Directors, submitted at least six months prior to board consideration. The petition shall state the mission and objectives of the proposed Interest Group, and provide the names of officers for the founding year. The Board shall approve or reject the petition by majority vote, after a hearing of the group's representative(s). An Interest Group may be dissolved by a majority vote of the Board after two years of inactivity or of noncompliance with

these By-Laws. Upon the dissolution of an Interest Group, all assets shall revert to the Association. Assets shall include funds and physical and intellectual properties.

Section 3. Function and Authority of Interest Groups. Each Interest Group shall endeavor to promote the further development of libraries and librarianship. Interest Group members shall be members of the Association. Each Interest Group shall elect officers and adopt By-Laws, no provision of which shall be contrary to the By-Laws of the Association. Each Interest Group shall hold meetings, sponsor program(s), and provide representatives to serve on Standing Committees of the Association as needed. Each Interest Group Chair shall submit a copy of an annual report, including a financial report, of the Interest Group's activities to the Executive Director, to be disseminated to the membership. Each Interest Group shall submit one annual financial report to the Association Treasurer.

Section 4. Dues for Interest Groups. Interest Groups are to set no dues. They may raise and maintain funds through gifts, contributions, etc.

ARTICLE XI

AFFILIATE AND ASSOCIATE ORGANIZATIONS

Section 1. Relations to Nebraska Library Association (NLA)

- a. Organizations whose purpose and function accords with the purpose of the Nebraska Library Association may petition the Board of Directors to affiliate with NLA in order to closely coordinate activities in areas of mutual concern. The Board of Directors may approve such affiliation, subject to the approval of the membership of NLA.
- b. Organizations whose purpose and function is, at least in part, to lend support to the work undertaken by the Nebraska Library Association, its members, and their home institutions may petition the Board of Directors to associate with NLA in order to closely coordinate activities in areas of mutual concern. The Board of Directors may approve such association, subject to the approval of the membership of NLA.

Section 2. Function and Authority

- a. Each Affiliate shall designate a representative to NLA to serve on NLA Board of Directors as a non-voting member. This representative shall not be already on the Board of Directors.
- b. Each Associate may have a non-voting representative attend NLA Board Meetings to **ensure** clear and open communication between organizations.

ARTICLE XII

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, in accord with the requirements of the Nebraska Non-Profit Corporation Act.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the words, "Corporate Seal of the Nebraska Library Association."

ARTICLE XV

PARLIAMENTARY AUTHORITY AND PROCEDURE

Section 1. Legal Requirements. The affairs of the Association shall be conducted in accord with the requirements of the Nebraska Non-Profit Corporation Act.

Section 2. Rules of Order. The rules of parliamentary procedure governing the Association shall be those of the latest edition of Robert's Rules of Order, Newly Revised. Alternate parliamentary procedures may be selected and adopted by the Board of Directors, as needed, and will be made available to the NLA membership.

Section 3. Parliamentarian. The Executive Director will serve as the Parliamentarian for the Association.

ARTICLE XVI

AMENDMENTS

Section 1. Proposing Amendments. Proposed amendments to these By-Laws may be introduced at any regular meeting of the Association at which a quorum is present. In the interval between meetings, proposed amendments may be submitted to the Board of Directors who may authorize introducing the proposed amendments to the membership by postal mail or electronically.

Section 2. Voting on Amendments. Proposed amendments may be voted on at the next meeting of the Association following their introduction or by postal mail or electronically, as determined by the Board of Directors.

a. If a vote is taken at the next meeting of the Association, ten percent (10%) of the total membership with voting rights must attend the Meeting to constitute a quorum, as long as at least five libraries and five communities are represented. The By-Laws and Handbook Committee will certify and announce the results of the voting before the meeting is adjourned.

b. If a vote is called for, ten percent (10%) of the total membership with voting rights must return their ballots to constitute a quorum, as long as at least five libraries and five communities are represented. The By-Laws and Handbook Committee will certify the results of the ballot and announce them at the next regular meeting of the Board of Directors.

Section 3. Approval of Amendments A simple majority vote of the members present or of ballots returned shall be required to adopt any proposed amendment.

Amended and Restated Articles of Incorporation of Nebraska Library Association

(1966, Revised 1993)

The undersigned, acting as incorporators of a corporation under the Nebraska Nonprofit Corporation Act (Sections 21-1901 to 21-1991, N.R.S. 1943, as amended), adopt the following Amended and Restated Articles of Incorporation for such corporation:

I.

The name of this corporation is **Nebraska Library Association**.

II.

The period of its duration shall be perpetual.

III.

The purpose of this corporation shall be to foster, promote, and encourage libraries and library service in the State of Nebraska. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501 (c) (3) of the *Internal Revenue Code of 1986*, or the corresponding section of any future federal tax code.

IV.

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of Nebraska for accomplishing its purpose. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the distribution or publishing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the *Internal Revenue Code of 1986*, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the *Internal Revenue Code of 1986*, or the corresponding section of any future federal tax code.

V.

a. Membership in this corporation shall be of two types:

(1) Contributing member

(2) Distinguished service member

b. A "contributing member" is any person, foundation, institution, association, corporation, or other organization actively interested in the purposes of this corporation who pays the fees specified in the by-laws.

c. A "distinguished service member" is a person elected to this position by vote of the corporation membership at any annual meeting of the membership, who has actively participated

in the work of this corporation over a period of three (3) or more years. Such a member shall not be required to pay dues but may not vote at any membership meeting and may hold any office in this corporation.

d. Membership can be held in this corporation only upon application or election and so long as all membership requirements are met, as specified in the by-laws.

VI.

The affairs of this corporation shall be conducted by a board of directors consisting of six persons. The board of directors shall be elected in the manner specified in the by-laws.

VII.

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an American Library Association Councilor. These officers shall be elected and shall serve such terms as are provided in the by-laws.

VIII.

The registered office of this corporation shall be located at the office of the Executive Secretary, Nebraska Public Library Commission, State Capitol Building, Lincoln, Nebraska 68509. The registered agent, located at the registered office, shall be Louise Nixon.

IX.

The initial board of directors of this corporation shall consist of the following persons: John L. Kopischke, Scottsbluff Public Library, 1809 Third Avenue, Scottsbluff, Nebraska 69361; Jane Pope, Nebraska Public Library Commission, State Capitol Building, Lincoln, Nebraska 68509; Carol Young, 517 South Elm Street, North Platte, Nebraska 69101; Vivian Peterson, Midland College Library, Fremont, Nebraska 68025; Frank Gibson, Omaha Public Library, 19th and Harney Streets, Omaha, Nebraska 68102; Louise Nixon, Nebraska Public Library Commission, State Capitol Building, Lincoln, Nebraska 68509.

X.

The incorporators of this corporation are John L. Kopischke, Scottsbluff Library, 1809 Third Avenue, Scottsbluff, Nebraska 69361; Jane Pope, Nebraska Public Library Commission, State Capitol Building, Lincoln, Nebraska 68509; Carol Young, 517 South Elm Street, North Platte, Nebraska 69101; Vivian Peterson, Midland College Library, Fremont, Nebraska 68025; Frank Gibson, Omaha Public Library, 19th and Harney Streets, Omaha, Nebraska 68102; and Louise Nixon, Nebraska Public Library Commission, State Capitol Building, Lincoln, Nebraska 68509.

XI.

These articles of incorporation may be amended at any annual meeting at which a quorum is present. A vote of three-fourths of the members present shall be required to adopt any proposed amendment. Notice of proposed amendments shall be given in the call for the annual meeting.

XII.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the *Internal Revenue Code of 1986*, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so

disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adoption of Amendments

On October 28, 1993, at the annual meeting of the Members of the Corporation at which a quorum was present, the members of the Corporation adopted the foregoing amendments to the Corporation's Articles of Incorporation dated February 18, 1967 by vote of at least three-quarters of the Members present at the meeting.

Nebraska Library Association By: _____ President By:
_____ Secretary