

Washington Library Association Bylaws

Adopted 1996

ARTICLE I: GENERAL PROVISIONS

SECTION 1: NAME

The name of this organization will be the Washington Library Association, hereinafter referred to as WLA.

SECTION 2: PRINCIPAL OFFICE

For the purposes of registration with the Secretary of State of the State of Washington, the designated agent of WLA will be the President. The official address will be the business address of the Association's Management.

SECTION 3: STATUS

WLA is a tax-exempt organization within the definition of the IRS Code Section 501(c)(4) which states:

"Civic leagues are entitled to exemption if they are not organized for profit and are operated exclusively for the promotion of social welfare. An organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting the common good and the general welfare of the people of the community. Such an organization is operated primarily for the purpose of bringing about civic betterment and social improvements and is not operated primarily for political activities."

SECTION 4: AFFILIATION

WLA is a Chapter of the American Library Association (ALA) in accordance with [ARTICLE V of the ALA Bylaws](#).

SECTION 5: FISCAL YEAR

The fiscal year of WLA will begin on the first day of January and end on the last day of December.

SECTION 6: GIFTS

The WLA Board may accept on behalf of WLA any contributions, gifts, bequests, grants or other funds that support its non-profit purposes.

ARTICLE II: PURPOSES

SECTION 1: MISSION

WLA provides essential resources, support and advocacy for libraries and the people who make them great.

SECTION 2: PRINCIPAL ACTIVITIES

WLA will conduct meetings, offer programs including at least one annual conference, issue publications and offer information and assistance to libraries, communities and governments associated with libraries and information services, as well as other activities that may be identified.

ARTICLE III: MEMBERSHIP

SECTION 1: INDIVIDUAL MEMBER

Any person supporting the purposes of WLA may become an *Individual Member* upon payment of annual dues.

SECTION 2: INDIVIDUAL MEMBER - EMERITUS

WLA may recognize, through board action, past or present WLA members who have rendered notable services to WLA and the library community. Recognition may include award of an *Emeritus Membership* which will include all rights and privileges of Individual Membership throughout the person's lifetime.

SECTION 3: BUSINESS MEMBER

Any corporation or organization interested in the purposes of WLA may become a *Business Member* upon payment of annual dues.

SECTION 4: LIBRARY ORGANIZATIONAL MEMBER

Any library that supports the purposes of WLA may become an Organizational Member upon payment of annual dues.

SECTION 5: RECIPROCAL MEMBERSHIP AGREEMENTS

Reciprocal membership agreements with library-related or other organizations may be adopted by WLA in order to encourage library planning, continuing education, library advocacy and communications. The WLA President will negotiate reciprocal membership agreements that include delineation of dues, fees, privileges, process for amendment, duration of agreement and termination procedures. Reciprocal agreements, and any subsequent amendments to such, will be approved by the WLA Board and WLA membership.

ARTICLE IV: DUES AND FEES

SECTION 1: MEMBERSHIP DUES AND SECTION FEES

The schedule for membership dues and fees payable by all categories of WLA members will be determined, from time to time, by the WLA Board and approved by the WLA membership. The current dues schedule and associated information will be accessible at all times.

SECTION 2: INDIVIDUAL MEMBERS - EMERITUS

Individual Emeritus Members will be exempted from dues for their lifetime. They may affiliate with and receive all member privileges of WLA Divisions and Sections without fee.

SECTION 3: MEETING OR PROGRAM FEES

The WLA Board will, from time to time, approve schedules of fees for official meetings, conferences, continuing education programs, etc. as described in the WLA Financial Policies and Procedures.

ARTICLE V: ASSOCIATION GOVERNANCE

SECTION 1: ELECTED OFFICERS

Individual Members of WLA may serve as elected officers. Elections will be held annually with the transfer of office occurring on January 1 of the elected year. Officers will be elected by the membership as described below:

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|---------------------------------|---|
| President: | One-Year Term |
| Vice President/President-Elect: | One-Year Term; Elected annually |
| Immediate Past President | One-Year Term, Served Immediately Following Elected Presidential Term |
| Secretary/Treasurer: | Two-Year Term; Elected in odd-numbered years |

SECTION 2: BOARD DIRECTORS AND ASSOCIATION REPRESENTATIVES

Individual Members of the WLA may serve as elected board directors, elected Pacific Northwest Library Association (PNLA) Washington Representative, and/or ALA Councilor, Washington State Chapter. Elections will be held annually with the transfer of office occurring on January 1 of the elected year. Board directors will be elected by the membership as described below:

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|---|---|
| Board Directors: | Two-Year Term, Two seats elected in odd-numbered years |
| Two-Year Terms; <i>One representing each of four Divisions</i> | Two-Year Term, Two seats elected in even-numbered years |
| PNLA Representative: | Two-Year Term; Elected in odd-numbered years |
| ALA Councilor, Washington State Chapter | Three-Year Term |

SECTION 3: WLA BOARD

Administration of WLA will be vested in the WLA President and eight additional voting members: Vice-President, Immediate Past President, Secretary/Treasurer, Four Board Directors, and the ALA Councilor. All WLA Board positions will have a single vote. A quorum for the WLA Board is a majority (six Board members). The WLA Board will meet quarterly. Special meetings, either in person, via telephone or by electronic means may be called by the President as necessary. If there is a quorum of Board members participating, decisions passed by majority vote during any Board meeting are binding. If the President is unable or refuses to act, the Vice-President/President-Elect or the Secretary/Treasurer will call a regular or special meeting of the WLA Board.

SECTION 4: EXECUTIVE COMMITTEE OF THE WLA BOARD

The Executive Committee of the WLA Board will consist of the President, the Vice-President/President-Elect, the Secretary/Treasurer and two board members at-large designated by the President. The Executive Committee will be convened either in person, via telephone or by electronic means by the President only:

1. When official action must be taken immediately, and
2. When a quorum of the WLA Board cannot meet or be contacted prior to the deadline dictated by the emergency.

The Executive Committee may seek advice of WLA members and Board, depending upon the content, context and timeline of the issue. The results of any Executive Committee actions will be reported without delay to the WLA Board.

ARTICLE VI: DUTIES OF ELECTED OFFICERS AND EXECUTIVE DIRECTOR

SECTION 1: GENERAL DUTIES

In addition to the Bylaws description of officer responsibilities below, the WLA Board will regularly review and approve position descriptions for elected officers. Position descriptions will fully describe duties and responsibilities, associated timetables, common practices and requirements for coordinating with other officers, committees, etc.

In addition responsibilities associated with specific offices outlined below, all officers will perform other duties as may be required by law or as assigned by the President, the WLA Board or by official action of the WLA membership.

All officers will maintain complete files and will, within one month of the official transfer of office, convey active files to the newly elected officer. All officers will adhere to the planning, reporting and financial policies and procedures adopted by the WLA Board.

SECTION 2: PRESIDENT

The President is the Chief Executive Officer of WLA with all reasonably associated responsibilities, duties and powers. The President will guide WLA, identifying priorities, developing proposed budgets in coordination with appropriate officers, and initiating with the Board and membership such endeavors that may assist WLA in accomplishing its purposes. The President may delegate reasonable activities and duties to elected officers or appointed members, as well as Standing Committees and Task Forces.

The President will fulfill, or arrange for completing, all requirements for current certificates, licenses, and filings of state or federal reports. The President may delegate responsibility to officers for satisfying such requirements.

The President will administer WLA funds and is the signatory, or may designate signatory authority, on all accounts, contracts and agreements of WLA.

The President will preside at WLA Membership and Board meetings. The President will notify the WLA Board of appointments for standing committees or the creation of task forces. The President will also oversee certain WLA committees that are closely associated with the official duties and responsibilities of the President.

The President is authorized to hire, contract for, or appoint persons in order to meet WLA's needs, with WLA Board approval. The President will also terminate or otherwise discontinue agreements, contracts or appointments with approval of the WLA Board and/or membership as described in these Bylaws.

The President will represent the WLA and its policies, positions and views in communications with organizations, associations, governments, libraries and/or individuals.

SECTION 3: VICE-PRESIDENT/PRESIDENT-ELECT

The Vice-President/President-Elect will perform the duties of President if the President is temporarily absent or unable to carry out presidential duties.

The Vice-President/President-elect will succeed to the Office of President as described in ARTICLE IX.

Should the President fail to call a meeting of the WLA Board, the Vice-President/President-Elect will convene an official meeting of the WLA Board.

The Vice-President/President-Elect assists the President in administering the WLA by overseeing or participating in standing committees or task forces that will support the ability to perform the duties of President if the President is temporarily absent, as well as contribute to a smooth transition when succeeding to the Office of President.

The Vice-President/President-Elect will also assist by reviewing and in some instances, reconciling WLA financial accounts. The Vice-President/President-Elect will give a bond, the cost of which will be an expense of WLA.

SECTION 4. SECRETARY/TREASURER

Should the President and the Vice-President/President-Elect fail to call a meeting of the WLA Board, the Secretary/Treasurer will convene an official meeting of the WLA Board.

The Secretary/Treasurer will see to the proper recording of the proceedings of meetings of the membership and the Board. The Secretary/Treasurer will review minutes of all Board meetings provided by the Executive Director who will then forward these completed minutes to all Board members no later than ten days after each Board meeting. In the event that the Executive Director cannot attend a meeting, the Secretary/Treasurer will take the minutes.

The Secretary/Treasurer will become familiar with all of the financial policies, investment policies and accounting procedures of WLA. The Secretary/Treasurer will be a member of the Finance Committee and will consult with the Executive Director and/or the staff and independent auditors in an effort to account for all money received and expended for the use of WLA. The Secretary/Treasurer will make a full and complete report at such times as the Board may desire. Routine duties of the Secretary/Treasurer may be delegated to the Executive Director.

SECTION 5: EXECUTIVE DIRECTOR

The Executive Director will be supervised by the President. The Executive Director will serve under such terms and conditions of retention or employment as will be specified in writing. The Executive Director will be ex-officio, non-voting member of the Board and all committees. The Executive Director will coordinate the activities and events of WLA, act as spokesperson for WLA on appropriate matters, and perform any other services that may be assigned by the President or the WLA Board.

ARTICLE VII: CONTRACTED SERVICES

WLA may hire employees or contract for services necessary to accomplish activities as directed in these Bylaws, state and federal law, and as approved by the WLA Board. Contracted services include, but are not limited to:

- Executive Director
- Legislative Lobbyist
- Editors of WLA publications
- Association Attorney
- Certified Public Accountant
- Program Coordinator

The WLA President will prepare position descriptions or contract language for WLA Board review and approval. The President will hire, supervise, evaluate and/or terminate employees or contractual services with WLA Board approval.

ARTICLE VIII: ELECTIONS, VACANCIES AND REMOVAL FROM OFFICE

SECTION 1: CONDUCT OF ELECTIONS

Regular and special elections of WLA will be conducted by the Association Management in order to elect officers or amend WLA Bylaws.

SECTION 2: NOMINATIONS AND BALLOTING

Each year, the Nominating Committee will name a slate of nominees for office in accordance with the staggered schedule identified in ARTICLE VI.

The Nominating Committee, chaired by the Immediate Past President, will endeavor to submit two or more nominees for each office. Nominees for WLA representatives to other organizations (i.e. ALA Washington State Chapter Councilor and PNLA Representative), will be a WLA Individual Member and also meet the organizations' criteria for membership.

Notice of candidacy will be sent to the Nominations Committee and a slate of candidates will be announced to the membership. Ballots will be accompanied by platform statements provided by candidates.

Ballots will be sent to all WLA Individual Members and will include directions for members to vote by electronic means as defined by WLA Election Policy and Procedure.

SECTION 3A: VACANCIES IN ELECTED OFFICES

Vacancies in elected offices will be filled by appointment from the WLA President z from voting Board members or from the roster of WLA Individual Members, with the exception of a vacancy in the offices of President or Vice-President/President-Elect.

SECTION 3B: VACANCY IN OFFICE OF PRESIDENT

If the Office of President is vacated, the Vice-President/President-Elect will succeed to the Office of President.

SECTION 3C: VACANCY IN OFFICE OF VICE-PRESIDENT/PRESIDENT-ELECT

If the vacancy occurs within the elections schedule, the Vice-President/President-Elect will be filled in a regular election and the WLA Board will temporarily fill the position by electing one of their members or a previous Board member who is a current WLA Individual Member. The Vice-President/President-Elect will fulfill the requirements of this office for a period of one year, succeeding to the Office of President in the next year.

SECTION 4: REMOVAL FROM OFFICE

All officers will be subject to removal from office by unanimous decision of the WLA Board for misconduct or malfeasance in office, in such manner as may be provided by law.

ARTICLE IX: DIVISIONS

SECTION 1: DETERMINATION OF DIVISIONS

WLA consists of four divisions that reflect distinct types of library affiliation: Academic, Public, School and Special libraries.

SECTION 2: PURPOSE OF DIVISIONS

WLA establishes Divisions to promote library service within and for each type of library.

SECTION 3: DIVISION MEMBERSHIP & FEES

WLA Individual, Business and Organizational Members may join one Division without a fee. Fees apply for all additional Divisions joined. WLA Emeritus Members and student members currently enrolled in an ALA-Accredited MLS/MLIS Program may join any Division without a fee.

SECTION 4: ESTABLISHMENT OF DIVISIONS

To establish a new Division, a minimum of 50 WLA Individual Members may submit a signed petition directly to the WLA President. The petition will state the purpose of the proposed Division and describe how it relates to WLA's purposes. The petition will include names of initial steering committee members who will hold office until the next regular election of the Division. Establishment of Divisions must be approved by majority vote of the WLA Board.

SECTION 5: GOVERNING BODIES OF DIVISIONS

Each Division will have a steering committee with a minimum of a Chair, Vice-Chair, Secretary and/or Communications, elected by members of the respective Division, for a one-year term. Additional steering committee members may be added, as needed. Steering Committee chairs are non-voting members of the WLA Board.

SECTION 6: DIVISION FISCAL PROCEDURES

No Division will incur expense on behalf of WLA except as previously authorized by the WLA Board and the WLA Secretary/Treasurer as delineated in the WLA Financial Policies and Procedures. Divisions will receive an annual allocation at the beginning of each WLA fiscal year. Divisions may charge fees for workshops or programs. All Division fiscal procedures will be in accordance with the officially adopted WLA Financial Policies and Procedures.

ARTICLE X: SECTIONS

SECTION 1: PURPOSE OF SECTIONS

WLA establishes Sections, in response to member interest, in order to encourage an exchange of information, support and learning among members across Divisions.

SECTION 2: SECTION MEMBERSHIP & FEES

Membership in a Section is not required. WLA Individual Members may elect to join any number of Sections for no additional fee.

SECTION 3: ESTABLISHMENT OF SECTIONS

To establish a new section, a minimum of 10 WLA Individual Members may submit a signed petition directly to the WLA President, or in-care-of the Executive Director. The petition will state the purpose of the proposed Section and describe how it relates to WLA's mission. The petition will include names of initial steering committee members who will hold office until the next regular election of the Section.

SECTION 4: NOTIFYING WLA MEMBERS OF NEW SECTIONS

Upon establishment of a WLA Section, notice of purpose, steering committee members and directions for joining the Section will be published, or other notice may be sent to WLA members.

SECTION 5: GOVERNING BODIES OF SECTIONS

After establishment, each Section will have a steering committee with a minimum of three members, meet at least once a year, and file a quarterly report with the WLA Board detailing its activities. Steering Committee members will serve a *minimum* of a one-year term, or a longer term as decided by the Section. Responsibilities of the steering committee will include, but may not be limited to, advising the WLA Board of activities, policies, purposes, finances, etc.

SECTION 6: FISCAL PROCEDURES FOR SECTIONS

No Section will incur expense on behalf of WLA except as authorized by the WLA Financial Policies and Procedures. Sections will receive an annual allocation in the WLA budget which is determined by the WLA Financial Policies and Procedures beginning of the WLA fiscal year. Sections may charge fees for workshops or programs, in accordance with the officially adopted WLA Financial Policies and Procedures.

SECTION 7: INACTIVE SECTIONS

Sections may be deactivated due to lack of membership, interest and/or need by either the WLA Board or the Section's steering committee. If initiated by the Section, the Section's steering committee chair(s) must submit in writing the intent to deactivate a Section to the WLA President, or in-care-of the Executive Director. Upon WLA Board approval, a Section may remain inactive for a period of up to two years. At the end of this period, the WLA Board will dissolve the inactive Section and any finances will be absorbed into WLA's General Fund.

SECTION 8: DISSOLUTION OF SECTIONS

Sections may be dissolved by the WLA Board if the Section fails to comply with its stated purpose in the WLA Bylaws or after a period of deactivation beyond two years.

ARTICLE XI: WLA STANDING COMMITTEES AND TASK FORCES

SECTION 1: STANDING COMMITTEES

Standing Committees are those which are essential to accomplish WLA business. They will include, but not be limited to, committees responsible for activities relating to bylaws, nominations, finance, library advocacy, awards and continuing education.

The WLA President will identify and appoint chair(s) for all Standing Committees and will provide a statement of purpose for all Standing Committees, the criteria for membership, description of operations and specific activities and timelines. Membership of Standing Committees will consist of a minimum of one member from each WLA Division. The WLA President and Standing Committee chair(s) have the authority to appoint members of committees if needed.

Standing Committees may report to WLA Board members or as defined in position descriptions as adopted by the WLA Board.

SECTION 2: TASK FORCES

Task Forces are those formed to work on a single defined task or activity and are dissolved upon completion of their purpose or task. Task Forces may be initiated by any WLA member as approved by the WLA President or Executive Director.

SECTION 3: JOINT COMMITTEES

With WLA Board approval, the President will appoint WLA representatives to serve on joint committees that may be charged with fact finding or development of policies, procedures and/or projects that will address concerns that are shared by the WLA with other associations, organizations, governmental units, etc.

SECTION 4: REPORTS

Chair(s) of all WLA Standing Committees or Task Forces will submit at least an annual report by such date as identified by the President.

ARTICLE XII: MEETINGS

SECTION 1: ANNUAL CONFERENCE

WLA will hold at least one annual conference, the dates of which will be announced to all members in advance.

SECTION 2: ANNUAL MEMBERSHIP MEETING

An Membership meeting will be held at the annual WLA Conference.

SECTION 3: WLA BOARD MEETINGS

The WLA Board will meet quarterly, with special meetings convened by the President as needed. Six voting Board members will constitute a quorum.

SECTION 4: CONDUCT OF WLA MEETINGS

"Robert's Rules of Order" will be the parliamentary authority for WLA meetings. The WLA Board may also adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE XIII: AMENDMENT OF BYLAWS

These Bylaws may be amended by vote of Individual Members by electronic ballot of WLA Individual Members.

SECTION 1A: AMENDMENTS BY MAIL/ELECTRONIC BALLOT

Ballots will be sent to all WLA Individual Members within 10 days after the WLA Board votes for Bylaw amendment(s). Ballots will be accompanied by a description of proposed amendment(s) and will include directions for members to vote. The period of voting, between posting and return receipt of ballots, will be a minimum of 21 calendar days. To be valid, ballots will be received by the identified date. At least 50 valid ballots must be returned to the Executive Director to validate the Bylaw amendments.

SECTION 1B: EMERGENCY INTERIM AMENDMENTS

The WLA Board has the authority, by a majority vote at a meeting called under the provision of Article XII to adopt emergency interim Bylaws amendments consistent with the intent of the Bylaws that are necessary for the orderly conduct of WLA business. Such emergency interim amendments will be presented to the membership for a vote no later than the next Annual Membership meeting.

ARTICLE XIV: DISSOLUTION

If this Association should be dissolved, assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (or corresponding section of any future tax code) or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so dissolved of will be disposed by Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court will determine.

REVISION HISTORY

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| Amended 1997: | Corrected year of election for certain officers; linked text in articles IX and XV relating to amendment of Bylaws; clarified process for mail ballot |
| Amended 1999: | Clarified ALA Councilor term of office |
| Amended 2004: | Established that institutional members may register staff at member rates for WLA sponsored events based on the institutional dues assessment |
| Amended 7/2009: | Allows electronic voting, meetings, and notices |
| Amended 8/2010: | Restructure of the Board, general clean-up of language |
| Amended 3/2016: | Restructure of the Association from Interest Groups to Divisions and Sections |
| Amended 11/2017: | Changed term of elected office to align with calendar year, changed fiscal year to align with calendar year, general clean-up of language |