

# MLA ByLaw Summary Updates – June 2023

## KEY

**BOLD** – updated language

~~CROSS OFF~~ – deleted language

## GENERAL UPDATES

All references to He/Him, She/Her have been updated to gender neutral verbiage.

We have cleaned up punctuation and updated section and number changes throughout the document.

## SPECIFIC UPDATES

Added language as this wasn't included in prior versions:

1.3 MISSION.

**The Michigan Library Association leads the advancement of Michigan libraries through advocacy, education and engagement.**

Added language due to going fully remote in 2024:

1.4 LOCATION.

**The principal mailing address of the Association shall be within the State of Michigan at a location determined by the Board of Directors.**

Reversed back to MLA 2019 by-law version giving voting powers only to the following classes of members:

2.5 VOTING POWER.

**Organizational Members, Affiliated Individual Members, Unaffiliated Library Directors, Affiliated Trustee Members, Retirees, Lifetime Members, and Students**

Updated to increase the size of the board from 13 voting members to 15 voting members:

4.3 VOTING AND NONVOTING DIRECTORS.

The Board of Directors shall consist of ~~13~~**15** voting and ~~3~~**2** nonvoting, Ex-Officio Directors as described in Sections 4.4 and 4.5.

Updated to remove ex-officio position held by MAME as MLA is 95% public libraries with no school library organizational members:

4.4 EX-OFFICIO MEMBERS.

The Executive Director of the Association, and the State Librarian of Michigan ~~and the immediate Past President of the Michigan Association of Media in Education (MAME)~~ shall each be nonvoting ~~may each be nonvoting~~, Ex-Officio Directors by reason of their position. Each Ex-Officio Director shall be a member of the Board of Directors only while they hold the office or

position that causes them to be an Ex-Officio Director. An Ex-Officio Director shall not serve as an elected, voting Director while they serve as an Ex-Officio Director.

**Updated to increase the size of the board from 13 voting members to 15 voting members:**

4.5 ELECTED DIRECTORS.

The ~~thirteen (13)~~ **fifteen (15)** voting Directors shall be nominated and elected by the Members eligible to vote. Only Members eligible to vote shall be eligible to serve as a voting Director. These voting Directors shall serve at the pleasure of the voting Members.

**Updated to identify removal of a board member who misses two consecutive meetings with non-excused absences and how a director may be heard and appeal decision for removal:**

4.9 REMOVAL.

A Director may be removed: (a) by majority vote of the Board of Directors present at a duly called regular or special meeting, **if such director is absent for two consecutive meetings of the Board of Directors; provided, however, that a planned absence may be excused and not considered for purposes of this Section 4.9 if the absent director notifies the President or their designee of their planned absence in advance and receives written excuse of their absence by the President or their designee;** or (b) at any time, with or without cause, by the affirmative vote of a majority of all Members present at a duly called special meeting of the Members convened for the purpose of removing the Director. Removal as a Director also shall constitute removal as an officer and as a member of all committees of the Board. **Any Director proposed to be removed by the Board will be entitled to seven (7) days written notice and to an opportunity to appear before and be heard by the Board of Directors at such meeting.**

**Updated how the ALA Councilor is appointed:**

4.11 ALA COUNCILOR.

**The ALA Chapter Councilor shall be appointed by a majority vote of the board of directors. The ALA Chapter Councilor must be a current Director of the Association. Subject to such person's earlier death, resignation or removal as provided in these Bylaws, the ALA Councilor shall hold office for no more than three years when their successor shall be appointed.**

**Updated to reflect vacancy challenges and how to fill vacancy:**

6.3 COMPOSITION OF EXECUTIVE COMMITTEE.

The Executive Committee shall consist of four (4) voting members and one (1) nonvoting member. The voting members of the Executive Committee shall be: The President, immediate Past-President, President- elect, and Secretary/Treasurer. The Executive Director of the Association shall serve on the Executive Committee as an advisory, nonvoting member. **In the event of a vacancy on the Executive Committee, the Board of Directors will select from within the elected Directors, by majority vote, a Director (or Directors, as appropriate) to fill the vacancy for the duration of the applicable term.**

**Updated to allow for electronic communications at Executive and other Committee Meetings:**

6.5 & 7.9 ELECTRONIC COMMUNICATIONS.

**Members of the Executive Committee may participate in any meeting of the Executive Committee by means of conference telephone or similar communications equipment so that individuals participating in the meeting can hear each other. Participation in a meeting pursuant to this Section \_\_\_ constitutes presence in person at the meeting.**

**Updated to allow for email voting at Executive and other Committee Meetings:**

6.6 & 7.10 ACTION WITHOUT A MEETING.

**Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting if before or after said action a majority of the Executive Committee consent thereto in writing or via e-mail. The written or e-mail consent shall be filed with the minutes of the proceedings of the Executive Committee. The consent has the same effect as a vote of the Executive Committee for all purposes.**

**Updated to create two new Standing Committees who report directly to the board:**

7.1 CREATION OF COMMITTEES.

**The Board of Directors may act by and through committees specified in resolutions adopted by a majority of the Board of Directors to the extent specified by the resolution. The Board of Directors shall determine from time to time the members and duties of each Committee. Members of the committee may or may not be members of the Board of Directors of the Corporation.**

**a. There shall be three standing committees responsible to the Board of Directors (in addition to the Executive Committee): (1) Nominating Committee, (2) Finance Committee; and (3) Advocacy and Legislative Committee.**

**b. The Board of Directors may designate other ad hoc committees from time to time. The number of committee members and the composition of each committee shall be approved by the Board of Directors.**

**Updated to include additional language on racial representation:**

7.2 b. NOMINATING COMMITTEE

**The Nominating Committee shall solicit and evaluate nominations of candidates for service on the Board of Directors, independently identify qualified candidates for service on the Board of Directors, recommend qualified candidates to the Board of Directors and Members for election, and perform other duties required by the Board of Directors. The Nominating Committee shall evaluate such candidates in light of needs, initiatives, and strategies identified by the Board of Directors. ~~The Nominating Committee shall present a slate of candidates that mirrors the state of Michigan demographics in racial representation.~~ **If the racial representation of the current board of directors (without the members whose terms are expiring) does not mirror the state of Michigan demographics, the Nominating Committee shall make every attempt to present a slate of candidates that does.****

**Updated to include the Finance Committee as a Standing Committee of the Board:**

7.3 FINANCE COMMITTEE.

**a. There shall be a Finance Committee, which shall be subject to the supervision and**

control of the Board of Directors.

b. The mission of the Finance Committee is to provide fiscal oversight to the Association including audits and financial reviews. Specifically, the committee is charged with the following items:

1. Annual Budget
2. Monthly Financial Statement Review
3. Tax Filing
4. Financial Policies and Procedures
5. Audit Review

c. The Finance Committee is to be chaired by the Secretary/Treasurer of the Board. The committee size is not to exceed five.

**Updated to include the Advocacy and Legislative Committee as a Standing Committee of the Board:**

**7.4 ADVOCACY/LEGISLATIVE COMMITTEE.**

a. There shall be an Advocacy and Legislative Committee, which shall be subject to the supervision and control of the Board of Directors.

b. The mission of the Advocacy and Legislative Committee is to develop a comprehensive public relations and communications strategy designed to strengthen the Association's advocacy for public library activities. The strategy must include elements to encourage public involvement and to earn public understanding and support for public libraries. The Committee shall pursue legislative activity at the national, state, and local level to pursue legislative changes consistent with the legislative platform adopted by the Association from time to time. The committee size is not to exceed twenty-five.

c. The chairperson of the Advocacy and Legislative Committee shall be named by the Board of Directors and must be a current Director of the Association.

**Added to include the role and reporting mechanism of the new Standing Committees:**

**7.8 REPORTING TO BOARD.**

Each committee serves in an advisory capacity and at the direction of, and will report to, the Board of Directors. Written minutes of all committee meetings will be delivered to the Board of Directors on a regular basis at intervals established by the Board of Directors, generally at or before the next regular meeting of the Board of Directors.

**Added to include adopting rules for governance of the Standing Committees:**

**7.11 RULES.**

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with the rules adopted by the Board of Directors.

**Added Section that allows the administrative staff to form workgroups, task forces, etc:**

**ARTICLE VIII - WORKGROUPS AND TASK FORCES**

The administrative staff of the Association may form work groups, task forces, advisory groups, and other groups of volunteers to conduct the business of the Association, and such groups are not subject to the terms and conditions of these bylaws; provided, however, that

such groups are also prohibited from carrying on activities that fall within the purview of the Board of Directors.

**Added language on how the Secretary/Treasurer is appointed by the board:**

SECTION 9.2 d. SECRETARY/TREASURER.

Subject to the control of the Board of Directors, the Secretary/Treasurer shall cause to be recorded in the Association's official records the minutes of all proceedings of the Board of Directors and the Members, shall give notice of all meetings of the Members and special meetings of the Board of Directors. The Secretary/Treasurer shall have the care and custody of the corporate funds and the books relating thereto, and shall perform all other duties incident to the office of Treasurer. The Secretary/Treasurer shall have such other powers and duties as the Board of Directors or the President from time to time assigns. **The Secretary/Treasurer shall be appointed annually by the President and must be a current member of the board of directors and shall serve a term of one (1) year or until their successor is chosen.** Subject to such person's earlier death, resignation or removal as provided in these Bylaws, each Secretary/Treasurer shall hold office until their successor is appointed.

**Added Section recognizing that MLA has an Executive Staff and the authority they have:**

ARTICLE X - EXECUTIVE DIRECTOR

**The Board shall select and employ an experienced administrator who shall be its Executive Director in the management of the corporation. The Board shall delegate to the Executive Director the necessary authority and responsibility for the administration of MLA and its activities, subject to policies adopted and orders issued by the board. An interim executive director may be appointed by the Executive Committee to serve until a permanent appointment to the office is selected. The Executive Committee shall fix the initial compensation and benefits package of the Executive Director. Based on an annual evaluation, the President will negotiate salary/benefit increases before the annual budget is adopted by the full board. The Executive Director is solely responsible for the hiring of additional administrative staff members.**

**Added Section to identically match the MLA Articles of Incorporation**

ARTICLE XVI - DISSOLUTION OF CORPORATION

**Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation (except assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with those requirements) to an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code as designated by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Ingham to such organization or organizations as said Court shall select and determine which are tax exempt under Section 501(c)(3) of the Code.**