

# Proposed Bylaws of the Law Librarians' Society of Washington, D.C., Inc.

## ARTICLE I. Name

The name of this organization shall be the Law Librarians' Society of Washington, D.C., Inc. (the "Society"). It is a chapter of the American Association of Law Libraries (the "AALL").

## ARTICLE II. Object

The Society is established for educational, informational and scientific purposes. It shall be conducted as a nonprofit corporation to promote librarianship; to develop and increase the effectiveness of law librarians; to cultivate the profession of law librarianship; to foster a spirit of cooperation among members of the profession and to provide for the further continuing education of law librarians.

## ARTICLE III. Membership, Dues, Rights and Privileges

Section 1. Any person interested in law libraries may become a member of the Society by qualifying under the provisions of one of the classes of membership.

Section 2. There shall be five classes of membership:

- A. Full Members. Any person in the District of Columbia, Maryland, or Virginia who:
- (1) is employed by a law library;
  - (2) is officially connected with a government library
  - (3) is employed in a general library having a separately maintained law section; or,
  - (4) was engaged in such work within the last seven years,

may be elected to membership by the Executive Board (the "Board") upon recommendation of the Membership Committee and payment of dues. A Member shall have the right to vote, the right to belong to a Special Interest Section (the "SIS") and to hold any elective or appointive office (including committee chair) in the Society. All members shall receive *LAW LIBRARY LIGHTS* and the *MEMBERSHIP DIRECTORY* as part of their membership.

B. Associate Members. Any person not qualifying for regular or student membership who, through occupation or profession is interested in law libraries and law librarianship may be elected to associate membership by the Board upon the recommendation of the Membership Committee and payment of dues. All members shall receive *LAW LIBRARY LIGHTS* and the *MEMBERSHIP DIRECTORY* as part of their membership.

- C. Student Members. Any person enrolled in a degree program in library or information science or law school in the District of Columbia, Maryland or Virginia may be elected to student membership by the Board upon recommendation of the Membership committee and payment of dues. A Student Member shall have the right to vote and the right to belong to an SIS. All members shall receive *LAW LIBRARY LIGHTS* and the *MEMBERSHIP DIRECTORY* as part of their membership.
- D. Life Members. Any person who has been a Member of the Society for at least five years, but who has retired from law library or legislative reference employment and who has reached age 55 may be elected to Life Membership at any election upon the recommendation of the Nominations Committee. A Life Member shall have the right to vote and to hold appointive office (including committee chair) and the right to belong to an SIS. All members shall receive *LAW LIBRARY LIGHTS* and the *MEMBERSHIP DIRECTORY* as part of their membership.
- E. Honorary members. Upon recommendation of the Nominations Committee, the Society may elect at any election appropriate non-Members as Honorary Members. All members shall receive *LAW LIBRARY LIGHTS* and the *MEMBERSHIP DIRECTORY* as part of their membership.

Section 3. Dues for each class of membership in the Society shall be determined by the Board subject to approval by two-thirds of the Members present and voting at any regular meeting of the Society, provided that a written notice and an explanation of the proposed dues change shall have been mailed to the Members at least ten (10) days in advance of the meeting.

Section 4. Notice of dues shall be sent to members by the Corresponding Secretary at the beginning of the Society's fiscal year. A notice of nonreceipt of dues shall be sent sixty (60) days after the beginning of the Society's fiscal year. Members who have not made payment by ninety (90) days after the beginning of the Society's fiscal year shall be suspended from membership without further notification. Suspended Members may be reinstated at any time upon payment of the full current year's dues.

## ARTICLE IV. Officers and Board of Directors

Section 1. The officers shall consist of a President, a Vice-President/President-Elect, a Corresponding Secretary, a Recording Secretary and a Treasurer. The Vice President/President-Elect shall serve for three years, the second year as President and the third year on the Board as Immediate Past President. The Corresponding Secretary and the Treasurer shall each serve two years, being elected in alternate years. The Recording Secretary shall serve for two years. Officers shall be announced at the Annual Meeting and shall be declared elected, and shall assume office immediately. The President must be an individual member of the AALL.

Section 2. There shall be an Executive Board (the "Board"), which shall consist of the officers, the Immediate Past President, and three members of the Board of Directors, one of whom shall be elected at each election for a term of three years. The Chairs of the Society's Special Interest Sections shall be ex-officio members of the Board. Meetings of the Board shall be held at the call of the President.

Section 3. The duties of the officers and of the Board of Directors shall be those usually assigned to such offices as set forth in the latest edition of *Robert's Rules of Order* and as outlined in the current edition of the Society's *Procedures Manual*. Business transacted at the meetings of the Board shall be reported regularly to the membership via *LAW LIBRARY LIGHTS*.

Section 4. The Directors shall use ordinary care and reasonable diligence, but shall not be personally liable for any debts, loss or diminution of the Society's funds because of any mistake in judgment or other act or failure to act in the good faith performance of their duties, nor for any act or failure to act of any one or more of the other Directors or of any office selected by and acting on behalf of the Society. Each of the Directors shall be entitled to rely upon any paper or document believed by him to be genuine and to have been made, executed or delivered by the proper parties purporting to have made, executed or delivered the same, and shall be entitled to rely on the correctness of the information or statements contained therein without any duty to make any investigation or inquiry as the correctness of the same. The Directors may from time to time consult with the accounting, legal and other counsel retained by the Society and shall be entitled to rely upon such advice of such counsel in their respective fields of competence.

Section 5. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the Society), by the reason of the fact that he is or was a Director or officer of the Society against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. To the extent that a Director or officer has been successful on the merits

or otherwise in defense of any action, suit or proceeding referred to in the above paragraph or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

The Society may purchase and maintain insurance on behalf of itself or any person who is or was a Director or officer of the Society against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

#### ARTICLE V. Committees

Section 1. Committees may be created by the Board or by a majority vote of those present and voting at any meeting of the Society. The President appoints committee chairs unless the Society shall otherwise direct. Committee members are selected by the President or the Chair at the discretion of the President.

Section 2. Committees shall be of two classes: standing committees and select committees.

A. Standing committee shall be those established for purposes requiring the continuous attention of the Society. They shall include, but not be limited to, those listed in the *Procedures Manual*.

B. Select committees shall be those established for a stated period to accomplish a specific task or project.

Section 3. Subcommittees may be created by a committee to assist in its work.

Section 4. Duties. Each committee chair shall assume responsibility for carrying out the assigned duties of the committee by meetings, reports, and other appropriate actions as outlined in the *Procedures Manual*.

#### ARTICLE VI. Meetings

Section 1. Regular meetings. There shall be at least three regular meetings each year. One of these shall be the annual meeting in the month of May. The date for the other two meetings shall be determined by the Board.

Section 2. Special meetings may be held at such time and place as the Board may determine.

Section 3. Notice. Members shall be notified of all meetings by publication in *LIGHTS* or mail at least ten (10) days in advance of the meeting.

Section 4. Quorum. Twenty-five voting members present shall constitute a quorum for the conduct of business at any meeting.

Section 5. Nonmember attendance. Meetings of the Society shall be open to nonmembers unless the Board or presiding officer of a meeting announce a particular meeting or portions thereof closed to nonmembers. Nonmembers are invited as observers only, unless their participation or discussion is requested by the presiding officer of the meeting.

#### ARTICLE VII. Nominations and Elections

Section 1. Nominations. The Board shall appoint a Nominations Committee of five members (no one of whom shall be an officer or a member of the Board, and no one of whom shall be a candidate for office at the succeeding election).

The Nominations Committee shall nominate two or more candidates for Vice-President/President-Elect, a member of the Board of Directors, and as necessary for Corresponding Secretary, Treasurer, or Recording Secretary. Candidates for Honorary and Life Membership, if any, shall also be nominated at this time. Names of candidates shall be presented by the Nominations Committee to the Board ninety (90) days prior to the election.

Additional nominations may be made upon written petition of ten (10) voting members in good standing. Such petitions must be filed with the Board no later than thirty (30) days prior to the election.

Section 2. Elections. The Board shall appoint an Elections Committee to supervise the election and tabulate the results. Ballots including the names of all persons nominated by the Nominations Committee or by petition shall be mailed by the Recording Secretary to each

voting member of the Society no later than forty-five (45) days prior to the end of the Society's fiscal year. Election ballots shall be received by the Recording Secretary no later than twenty (20) days prior to the end of the Society's fiscal year. The Elections Committee shall tabulate the results of the election and report the results at a business session of the Annual Meeting of the Society. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Elections Committee.

Section 3. Vacancies. In the event that a vacancy occurs in the office of President, the Vice President/President-Elect shall automatically assume the office of the President for the remainder of the term. In the event that a vacancy occurs in any other elective office, the Board shall appoint a member to fill that office until the next election.

#### ARTICLE VIII. Amendments

Proposed amendments to the Constitution must be filed with the Constitutional Revision Committee. The Committee will make recommendations to the Board and notice of changes shall be sent to the membership at least ten (10) days prior to a meeting. Proposed amendments become effective when approved by two-thirds of the voting members present at the meeting. The enacted changes will be filed with AALL for review.

#### ARTICLE IX. Procedure

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern.

Section 2. *Procedures Manual*. Procedures to implement the articles of this Constitution are to be found in the current edition of the Society's *Procedures Manual*.

#### ARTICLE X. Special Interest Sections

Section 1. Special Interest Sections may be created by the Board by approving the written petition of fifteen (15) voting members of the Society, which shall be accompanied by a draft of proposed bylaws.

Section 2. Membership in a particular section will be open to Full, Life and Student members of the Society who meet the qualifications of the bylaws of that Section.

Section 3. Each Section shall adopt bylaws for its own governance. These bylaws must be approved by the Board of the Society and shall not be in conflict with the Constitution of the Law Librarians' Society of Washington, D.C.

Section 4. Funds necessary for the operating expenses of each Section shall be provided from the dues, if any, collected by the Society for the Section. Such dues shall be in addition to the Society's basic annual membership dues, and the amount of dues shall be approved by the Board. All funds received by a Section shall be used for purposes incident to the fulfillment of the Society's objectives. No Section shall incur indebtedness for the Society.

Section 5. Each Section shall elect a chairperson and a treasurer and any other officers which are designated by the bylaws of the Section. The chairperson shall act as liaison to the Board.

Section 6. Dissolution of a Section may be ordered by the Board in one of two ways: (1) a majority of the Section's membership votes to dissolve, and the chair of the Section notifies the Board, and (2) after consultation with the Section officers, the Board itself determines that the Section's objectives are not being fulfilled. Upon dissolution, all assets of the Section shall revert to the Society.

#### ARTICLE XI. Antidiscrimination

Membership in the Society, or participation in any activity of the Society, shall not be denied to any individual, or abridged on account of race, color, religion, sex, age, national origin, disability, or sexual orientation.

#### ARTICLE XII. Dissolution

In the event of the dissolution of the Society, its assets shall be distributed to tax-exempt organizations which engage in activities consistent with the goals and spirit of the Society.

