Bylaws
Law Libraries Association of Alabama
Draft Version Approved by LLAA on November 11, 2012
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This table of contents is not an official part of the bylaws, but included as a finding aid.

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Name and Purpose

1. Association name. The name of this organization shall be Law Libraries Association of Alabama (herein- after referred to as the association), a chapter of the American Association of Law Libraries (hereinafter referred to as AALL).

2. Affiliation. The association is an affiliate of AALL, a non-profit educational society under Section 501(c)(3) of the Internal Revenue Code of 1986. AALL and its affiliates, including the association, are not
organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment of reasonable compensation for services rendered.

3. Governance and management. The association shall be governed and managed by a board of directors (BOD) elected by the membership. The BOD shall set policies within the limits prescribed by these bylaws.

4. Purpose. The association is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the association’s specific purposes shall be to—

a. Promote the profession of law librarianship.

b. Enhance the role of law librarians in the legal and library professions.

c. Assist in the further professional education of law librarians.

d. Establish a continuing relationship between law librarians and the legal entities in the State of Alabama.

e. Foster a spirit of cooperation among members of the profession.

5. Equal opportunity. The association offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical disability, or mental impairment.

6. Political activities. The association shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or defeat of proposed legislation. The association shall not directly or indirectly participate in any political campaign on behalf of or in opposition to any candidate for public office. This prohibition against participating in a political campaign shall include the publishing or distribution of statements for or against candidates.

Membership

11. Classes of membership: The membership of the association shall consist of the following classes of members: individual, institutional, associate, student, retired, and honorary.

12. Individual members. Upon payment of the annual dues, the following persons may become individual members of the association:

a. Any person connected with a law library.

b. Any person with past law library experience.

c. Any person connected with a library, working as a consulting librarian, or interested in law librarianship.

Individual members shall have the right to vote, to hold office, to serve on committees, and to receive the publications of the association.

13. Institutional members. Any law library may become an institutional member upon payment of annual dues. Persons designated under an institutional membership shall be in all respects the equivalent of individual members. Institutional members shall have the right to vote, to hold office, to serve on committees, and to receive the publications of the association.
14. **Student Members.** A student member shall be either an individual who is enrolled in a library school or a law school. Student members shall have the right to vote, to serve on committees, and to receive the publications of the association.

15. **Associate Members.** A person not directly connected with a law library may become an associate member of this association with the approval of the BOD and upon payment of annual dues. Associate members shall have the right to vote, to hold office, to serve on committees, and to receive the publications of the association.

16. **Retired Members.** Any person who meets one of the following requirements shall become a retired member upon payment of annual dues: (a) retired from library work or (b) was an individual or designated institutional member for a total of more than 10 consecutive years in the association. Retired members shall have the right to vote, to hold office, to serve on committees, and to receive the publications of the association.

17. **Honorary Members.** Any person not already a member of the association shall become an honorary member if nominated in writing by at least two association members, endorsed by a two-thirds vote of the BOD, and elected by majority vote at the business session of regular association meeting, provided that no more than two people may be made honorary members in any one fiscal year. Honorary members shall have the right to receive the publications of the association. Honorary members shall not be required to pay dues.

18. **Application for Membership.** Requests for membership shall be made to the treasurer of the association, who shall send the prospective member a copy of the membership information form. This form shall be returned to the treasurer. Provided that the applicant meets the requirements for membership as set forth in sections 11 through 16 of these bylaws, he or she shall be admitted as a member of the association upon payment of dues. Denial of membership status may be appealed to the BOD.

19. **Dues.** Dues for each class of membership shall be determined by the BOD subject to approval by the majority of the members present and voting at any regular association meeting, provided that a written notice and an explanation of the proposed dues change shall have been mailed to the members at least 14 days in advance of the meeting. These dues shall be nonrefundable. New members shall be requested to pay their initial dues within 14 days from the date of receipt of written notification of acceptance into the association; those failing to pay dues within one month after notification of acceptance shall have their membership suspended automatically.

Annual dues shall be payable on July 1 of each year. Failure to pay annual dues shall result in automatic suspension of membership. Association membership is not transferable.

20. **Suspension or termination of membership.** If a member fails to pay his or her dues, he or she is automatically suspended from membership. In addition, the BOD may, by a two-thirds vote of those present and voting, suspend or terminate the membership of any individual for non-payment of monies owed the association, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the association.

21. **Procedure.** If the BOD initiates suspension or termination of membership, the following procedures apply:

   a. Suspension or termination of membership shall be considered at a meeting of the BOD. Written notice of and rationale for the proposed suspension or termination shall be mailed to BOD members and the member concerned at least 30 days before the meeting.

   b. Any motion for suspension or termination must be made by an elected BOD member, based on personal knowledge, official association records, or a statement signed by at least two association members in good standing.

   c. Before the vote on suspension or termination, the member shall have an opportunity to be heard by the BOD.
Board of Directors (BOD)

31. Duties and responsibilities. The management of the affairs of the association shall be vested in the BOD. The BOD shall carry out the objectives and purposes of the association, and to this end it may exercise all powers of the association in accordance with the laws of the United States and the state of Alabama, these bylaws, and any rules or requirements of AALL. The duties of the BOD shall include establishing standard operating procedures (SOPs) for the association; approving the strategic plan, the annual plan, and the budget; authorizing new committees of the association; and performing all other functions as appropriate for the BOD.

32. Membership of BOD.

   a. The members of the BOD shall be the president, vice president, past president, secretary, treasurer, and two directors at large.
   
   b. The president shall be the chief executive officer of the association and be responsible for managing the association. The president shall preside at and set the agenda for meetings of the BOD, except as noted in Section 85 of these bylaws; and oversee the management of the association. The president shall execute all contracts, conveyances, deeds, or other documents, provided that he or she shall receive approval of the BOD before doing so. For convenience, the BOD may also authorize other officers to execute such documents on behalf of the association. Upon assuming office, the president shall become a member of AALL.
   
   c. The vice president shall act for the president in the president’s absence. The vice president shall serve as the chair of the Nominating Committee and the Program Committee. The vice president shall perform other duties as requested by the president.
   
   d. The secretary shall record the minutes of BOD meetings and the regular and special association meetings at which official business is conducted.
   
   e. The treasurer shall report on the financial condition of the association at BOD meetings and at other times when called upon by the president or BOD. The treasurer shall keep the membership records and shall be able to report on whether a person is an active or suspended member.
   
   f. All BOD members shall have position descriptions approved by the BOD. These descriptions shall list the duties and responsibilities of each position in addition to those listed in these bylaws. Position descriptions shall be posted on the association’s web site or be furnished to any member who may request a written copy.
   
   g. No person shall hold more than one office on the BOD.
   
   h. Officers shall serve without compensation, but shall be reimbursed for reasonable expenses incurred in discharge of their duties in accordance with SOPs established by the BOD.

33. Qualifications. Persons seeking to serve on the BOD must be association members in good standing. No person shall be elected treasurer who has not been an active member for at least 1 year before the date of the election.

34. Terms.

   a. For vice president, president, and past president: A person elected to this office shall serve a 3-year term: the first year as vice president, the second year as president, and the third year as past president.
   
   b. The secretary and treasurer shall each serve a term of 1 year.
   
   c. The BOD members at large shall each serve a term of 2 years. They shall serve staggered terms, with one at-large BOD member being elected each year.
d. Terms shall begin at 12:01 a.m. on July 1 of each year; terms shall end at 12 midnight on June 30 of each year, except in those cases where a successor has not been elected, in which case the current officer shall remain in office until a successor is elected.

35. Procedure.

a. A majority of members of the BOD shall constitute a quorum at any BOD meeting. If a quorum shall not be present, those members present may adjourn from time to time until a quorum is present.

b. The act of the majority of BOD members present at a meeting where a quorum is present shall be the act of the BOD unless a greater proportion is required by law or by these bylaws.

c. BOD members shall not cast proxy votes for absent BOD members.

36. Meetings. The date, time, and place of such BOD meetings shall be announced at least 14 days before such meetings and shall be posted on the chapter’s web site. Without notice, the BOD may hold emergency meetings if the president acting alone or the BOD acting collectively shall find it necessary.

a. The BOD may make decisions by email provided that the decision to adopt a policy, pursue a course of action, or make an expenditure is made unanimously. The BOD shall establish an SOP for making decisions by email.

b. One or more members of the BOD may participate in a BOD meeting by telephone or similar equipment that allows all BOD members to hear each other at the same time. Participation by telephone shall constitute presence of the BOD member at such a meeting.

c. If a person to be removed from membership on the BOD or from membership in the association shall desire to be heard by the BOD before it votes on removal, the BOD cannot vote by email or by telephone. Members of the BOD may participate by telephone in such a meeting, but only the members of BOD physically present shall be counted for purposes of making the decision about removal.

37. Grounds for removal. The following may be grounds for removal of a member of the BOD:

a. Failure to attend at least 60 percent of regularly scheduled BOD meetings during any 1-year period, regardless of whether these absences are caused by employment conflicts, work schedules, illness, or unwillingness to serve.

b. Three consecutive absences from any BOD meetings, regardless of whether they are regularly scheduled BOD meetings or called BOD meetings, without providing notification of the inability to attend.

c. Disloyalty, unbecoming conduct, or dereliction of duties.

38. Suspension or removal.

a. By a two-thirds vote of the full BOD, the BOD may, suspend or terminate a member of the BOD for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the association.

b. Suspension or termination of BOD members shall only be considered at a BOD meeting. Written notice of and rationale for the proposed suspension or termination shall be mailed to BOD members and the individual concerned at least 14 days before the meeting.

c. Any motion for suspension or termination must be made by a BOD member and be based on personal knowledge, official association records, or statement signed by at least two association members in good standing.
d. Before the vote on suspension or termination, the BOD member shall have an opportunity to be heard by the BOD.

39. Vacancies.

a. When a vacancy occurs for a BOD position, the president shall, with the approval of the majority of the BOD, appoint a replacement from among association members in good standing to serve the remainder of the term, except in the case of a vacancy in the office of president, vice president, or past president.

b. If the office of president shall become vacant, the vice president shall assume the position and its responsibilities and shall serve the remainder of the president’s term, as well as the 1-year term as president that he or she would have served if the president’s office had not been vacated.

c. If the office of vice president shall become vacant, a replacement vice president shall be elected at the next regular or special association meeting and the person elected shall serve the remainder of the vice president’s term and then serve as president and past president as provided by these bylaws.

d. If the office of past president shall become vacant, no replacement shall be appointed. If both the offices of president and vice president shall become vacant simultaneously, the past president shall convene the BOD to select a member of that body to serve as interim president until the next regular or special association meeting, at which time a replacement president and vice president shall be elected. Approval of an interim president shall require a majority vote of the BOD.

Election of BOD Members

41. Formation of nominating committee. By no later than April 30 of each year, the vice president shall form a Nominating Committee with the approval of the BOD. The Nominating Committee shall include the vice president and two members in good standing not currently serving in elected positions and who shall not be candidates for election to the BOD at the upcoming election.

42. Deadline for slate: By May 1, the Nominating Committee shall present a slate of candidates for the following offices: vice president, secretary, treasurer, and BOD member at large.

43. Date of election: The officers for the upcoming year shall be elected at the spring regular association meeting. BOD members shall be elected by a majority of association members present and voting at such meeting.

Financial Regulation

51. Financial review. A financial review shall be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the BOD.

52. Publication of financial reviews and audits. Results of the financial reviews and audits shall be published on the association’s web site no later than 90 days after being completed.

53. Financial Review Committee. The Financial Review Committee shall consist of the past president and two association members in good standing who have not served as a BOD member for at least 2 years. The treasurer shall not serve as a member of the Financial Review Committee, but shall provide the committee or an independent auditor any and all records necessary to complete a review of association finances. If the office of past president shall be vacant, the president shall appoint a chair of the Financial Review Committee with the approval of the BOD.
54. **Fiscal year.** The fiscal year of the association shall begin on January 1 and end on December 31 of each year.

55. **Authorized expenditures.** The BOD shall pay the membership dues of the president for membership in AALL. The BOD is authorized (but not required) to advance or reimburse the cost of travel, fees, and other expenses of the president to attend the AALL annual conference. In addition, the BOD is also authorized (but not required) to advance or reimburse the cost of travel, fees, and other expenses for an association officer (other than the president) to attend the AALL annual leadership training program.

56. **Records for travel and other expenses.** The BOD shall adopt an SOP and forms for accounting for the payment of expenses authorized in section 55. Funds shall neither be advanced nor reimbursed without compliance with such an SOP.

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**Committees**

61. **Standing committees:** The following are the standing committees of the association: Program Committee, Nominating Committee, and Financial Review Committee.

62. **Program Committee.** The Program Committee shall be chaired by the vice president and shall arrange for and determine programs for meetings of the association. Neither the president nor the BOD shall have to approve the programs, but the BOD shall retain control of the agenda for such meetings and may make changes to the program.

63. **Additional committees.** Other than the committees established by these bylaws or by the association at a regular or special association meeting, the BOD may establish and disband committees. At a regular or special association meeting, the members of the association may establish any committee for a specific purpose and require its report be made at any business meeting of the association. Otherwise, committees are subject to the oversight and direction of the BOD.

64. **President appoints members.** The president shall appoint members of committees, who shall serve terms co-terminal with that of the president. The BOD shall approve the chair of each committee except as otherwise indicated by these bylaws.

65. The president shall be an ex officio member of every committee except the Nominating Committee.

66. No committee shall incur expenses on behalf of the association, except as authorized by the BOD.

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**Regular Association Meetings**

71. **Regular association meetings.**

   a. The association shall meet at least twice a year, once in the spring (generally April or May) and once in the fall (generally September or October).

   b. Each of these required meetings shall include a business session.

   c. Regular association meetings do not have to be held at the same time or place.

   d. The BOD shall determine the time and place of each association meeting.

72. **Meeting announcements.** Before the meeting, the secretary or other person designated by the BOD must notify all members in good standing of the date, time, and place of the association meeting. This notification shall be in writing and shall be mailed to members in good standing at least 14 days before the meeting. The meeting may also be announced by email and by posting on the association’s web site.
73. **Quorum.** A quorum for conducting business at a regular association meeting shall be 10 percent of the members in good standing. Members shall not be able to vote by proxy.

**Special Association Meetings**

81. **How called.** Special meetings of the association may be called by the president, the BOD, or a petition signed by at least 10 percent of association members in good standing. In the case of a petition calling for a special meeting, the BOD shall set the date, time, and place of such a meeting, but that date shall be no later than 40 days after receipt of the petition.

82. **Limitations.** Business at a special meeting shall be limited solely to the topic specified in the petition for a special meeting.

83. **Notification.** Before the meeting, the secretary or other person designated by the BOD shall notify all members in good standing of the date, time, and place of the special meeting. This notification shall be in writing, shall state the purpose of the special meeting, and shall be mailed to members in good standing at least 10 days before the meeting.

84. **Quorum.** A quorum for conducting business at a special association meeting shall be 15 percent of the members in good standing. Members shall not be able to vote by proxy.

85. **Presiding officer.** The president shall preside at a special association meeting, unless the president has a conflict of interest over the reason such a meeting has been called. If the president is unable to preside because of a conflict of interest, the vice president shall preside.

**Amendment and Modification of These Bylaws**

91. **How initiated.** Amendments to these bylaws may only be initiated by the BOD or by a petition signed by at least 10 percent of association members in good standing.

92. **Vote required for approval.** Amendments to these bylaws shall first be submitted to the AALL Bylaws Committee for approval. After the AALL Bylaws Committee has approved the amendments, the association may approve the amendments by either of the following methods:

   a. By unanimous written consent of all BOD members. A change in the bylaws initiated by this process shall become effective when all BOD members have signed the document providing for a change in the bylaws, unless the document itself shall indicate a different date for when the change becomes effective.

   b. By a two-thirds vote of association members in good standing, present and voting, at a duly called regular or special association meeting.

93. **Notification of adopted amendments.** The BOD shall notify all members in good standing of any changes made to the bylaws by posting them on the association’s web site.

**Dissolution of Association and Liquidation of Assets**

101. The association may be dissolved by a vote of two-thirds of association members in good standing present and voting at a special association meeting called for this purpose. Upon dissolution of the association and after all of its obligations have been satisfied, all of the association’s remaining assets shall be transferred to the AALL. At the point of dissolution, if the AALL no longer exists or does not want the assets, the association’s remaining assets shall be transferred to (a) the State Law Library maintained by the Alabama Supreme Court or (2) to the Alabama Supreme Court for disposition.
111. Except as provided by Alabama law, the rules of AALL, or these bylaws, the rules contained in the latest edition of *Sturgis Standard Code of Parliamentary Procedure* shall govern the association.

112. No motion to elect the slate of officers proposed by the Nominating Committee shall be in order until the chair has confirmed that no one intends to make nominations for any of the offices from the floor.

113. Upon vote of the members present and voting, a business meetings of the association may be held as a committee of the whole. When the association meets as a committee of the whole, the normal parliamentary rule that only one motion, subject, or proposal shall be on the floor at one time shall be suspended so that members may discuss any problem, issue, and potential solutions without the requirement that a motion be made. However, the committee of the whole can take no official action and the business meeting must return to regular business to recognize motions and take votes on a course of action.

**Posting of Bylaws**

121. These bylaws and the SOPs adopted pursuant to these bylaws shall be posted on the association’s web site or otherwise provided in writing to any member in good standing who shall request a copy.

**Effective Date**

131. These bylaws shall become effective only after both the AALL Bylaws Committee shall approve them and the members of association shall approve them at a regular or special association meeting.

132. When the requirements of section 131 have been met, the current constitution and bylaws (with revisions adopted on May 2, 1997) shall be replaced with these bylaws.

**Special note:** On December 20, 2019, John Hightower, chair of the LLAA Bylaws Committee, received a message from Joyce Manna Janto that this draft of our bylaws was approved by the AALL Bylaws and Resolutions Committee. Her contact information is as follows:

Joyce Manna Janto  
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University of Richmond School of Law  
203 Richmond Way  
Richmond, VA  23173  
jjanto@richmond.edu  
804-289-8223

These bylaws were approved at the spring meeting of LLAA on June 12, 2020.

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