

BYLAWS

of the

**AMERICAN LIBRARY ASSOCIATION -
ALLIED PROFESSIONAL ASSOCIATION
(ALA-APA)**

General Revision

FINAL DRAFT with ANNOTATIONS

June 29, 2024

ARTICLE I. NAME

The name of this body shall be the American Library Association - Allied Professional Association, (ALA-APA).

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of the ALA-APA shall be to promote the mutual professional interests of librarians and other library workers.

Section 2. Limitations. The ALA-APA is a private, nonprofit, tax-exempt, voluntary entity. No part of its net earnings shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the ALA-APA Board shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

ARTICLE III. MEMBERSHIP

The ALA-APA is a non-membership-based organization governed and managed by the ALA-APA Executive Board.

ARTICLE IV. OFFICERS

The officers of the ALA-APA shall be those individuals who are concurrently serving as the President, President-elect, Treasurer, and Executive Director of the American Library Association (ALA).

ARTICLE V. EXECUTIVE BOARD

Section 1. Composition. As ALA-APA is a Controlled Affiliate of ALA, the ALA-APA Executive Board shall consist of the elected members of the ALA Executive Board who

shall serve ex-officio as voting members of the ALA-APA Executive Board, and the ALA Executive Director who shall serve ex-officio as a non-voting member.

Section 2. Terms. Members of the ALA-APA Executive Board shall serve until successors are elected or appointed to the ALA Executive Board.

Section 3. Roles and Responsibilities. The ALA-APA Executive Board shall be the body that manages the affairs of the ALA-APA. As such, the Executive Board shall act for the ALA-APA Council in the administration of established policies and programs.

Section 4. Meetings. The ALA-APA Executive Board shall hold at least four (4) meetings each year, with any other(s) designated by the Executive Board or at the call of the President. A majority of the fixed membership of the Executive Board shall constitute a quorum for all meetings.

Section 5. Participation and Observation. Meetings of the ALA-APA Executive Board shall be conducted in such a manner as to allow for virtual participation by Executive Board members. Executive Board members participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. At each meeting, the Executive Board will adopt rules to manage participation by both in-person and virtual participants as appropriate. Virtual observation methods shall be provided to the ALA-APA Council during open portions of all regular scheduled meetings and of any additional meetings when scheduling, staffing, and other conditions reasonably allow.

ARTICLE VI. COUNCIL

Section 1. Composition. The ALA-APA Council shall consist of those individuals who are concurrently serving as members of the ALA Council.

Section 2. Terms. Members of the ALA-APA Council shall serve until successors are elected or appointed to the ALA Council.

Section 3. Roles and Responsibilities. The ALA-APA Council shall be the policy-making body of the ALA-APA. The Council shall have the authority to monitor and enforce adherence to all ALA-APA policies. The Council shall have the authority to establish committees needed to accomplish the work of the ALA-APA and to dissolve committees established under its authority.

Section 4. Meetings. The ALA-APA Council shall hold at least one (1) meeting each year. A majority of the fixed membership of the Council shall constitute a quorum for all meetings.

Section 5. Participation. Meetings of the ALA-APA Council shall be conducted in such a manner as to allow for virtual participation by ALA-APA Councilors. Councilors participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. At each meeting, the Council will adopt rules to manage participation from both in-person and virtual participants as appropriate.

ARTICLE VII. COMMITTEES

Section 1. Committee Establishment. Standing committees shall be established and charged by the ALA-APA Council. Special committees may be established and charged either by the Council or the ALA-APA Executive Board.

A. *Standing Committees.* Standing committees are intended to be permanent and meet regularly.

- B. *Special Committees.* Committees that are not standing committees include ad hoc committees, advisory committees, commissions, task forces, working groups, etc. The term of a special committee shall automatically end with the fulfillment of its purpose but shall be limited to two (2) years unless otherwise extended to fulfill its purpose.

Section 2. Appointments. Committee chairs and members shall be appointed by the ALA-APA President-elect and approved by the ALA-APA Executive Board. Only personal members of the American Library Association shall be appointed to committees except by authorization of the Executive Board and appointments shall be made in such manner as to provide continuity in committee membership.

Section 3. Committee Member Terms. Unless otherwise approved by the ALA-APA Executive Board, committee members shall be appointed for terms of two (2) years or until their successors are appointed, and may be reappointed for one (1) additional, consecutive term. After serving two (2) consecutive terms, a member shall become eligible for appointment again after a one (1) year break in service on the committee. A committee chair shall be appointed annually for a term of one (1) year or until their successor is appointed.

Section 4. Committee Vacancy. Any vacancy occurring on a committee shall be filled by appointment made by the ALA-APA President, and the new appointee shall serve in an interim capacity to fill out the unexpired term until a successor is appointed.

Section 5. Removal from Committee. Upon recommendation of the committee chair or an officer of ALA-APA, the ALA-APA Executive Board may remove a committee member from a committee for cause by a two-thirds (2/3) vote and may reinstate a committee member by a two-thirds (2/3) vote.

Section 6. Limitations. Except as authorized, no committee shall commit the ALA-APA by any declaration of policy or other statement, nor shall it incur expenses on behalf of the ALA-APA except as authorized.

ARTICLE VIII. FINANCES

Section 1. Review and Approval. The ALA-APA Executive Board shall review and approve the annual budget, including the budget objectives, as part of the budget process.

Section 2. Auditing. An audit of all accounts shall be made annually by an external auditor and reported to the Executive Board.

Section 3. Reporting. A report shall be made available annually to the ALA-APA Council on ALA-APA's financial status, and at other times as directed by the Executive Board.

ARTICLE IX. PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern ALA-APA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order ALA-APA may adopt.

ARTICLE X. AMENDMENTS

Section 1. Amendments. Proposals for amending these Bylaws shall originate in the ALA-APA Executive Board or the ALA-APA Council. These Bylaws may be amended by a two-thirds (2/3) vote of the ALA-APA Council.

Section 2. Editorial Updates. The ALA-APA Council, upon recommendation of the Bylaws Committee, may make such editorial changes in these Bylaws as do not change their substance and meaning.

ARTICLE XI. DISSOLUTION

The ALA-APA may be dissolved by a two-thirds (2/3) vote of the ALA-APA Executive Board with the approval of the ALA-APA Council. The Executive Board shall comply with all requirements of Illinois and Federal law applicable to a nonprofit corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code. Upon dissolution of the ALA-APA, the Executive Board shall, after paying or making provision for the payment of all liabilities, contribute any remaining assets to the American Library Association.

Adopted, 2003 Midwinter Meeting.

Amended, 2004 Annual Conference.

Amended (Articles VII and VIII), 2005 Midwinter Meeting.

General Revision, 2024 ALA Annual Conference.