

# Bylaws of the Bay Area Young Adult Librarians (BAYA)

- ARTICLE I. NAME .....2**
- ARTICLE II. MISSION .....2**
- ARTICLE III. MEMBERSHIP .....2**
  - Section 1. Categories .....2
  - Section 2. Qualifications and Privileges.....2
  - Section 3. Admission to Membership Application .....3
  - Section 4. Dues and Special Assessments .....3
  - Section 5. Termination of Membership .....3
  - Section 6. Reinstatement to Membership .....4
- ARTICLE X. GOVERNANCE.....4**
  - Section 1. Executive Committee.....4
  - Section 2. Officers.....6
  - Section 2. Terms of Office.....6
  - Section 3. Vacancies.....6
  - Section 4. Duties .....7
    - A. President.....7
    - B. President Elect.....7
    - C. Immediate Past President .....7
    - D. Secretary .....7
    - E. Treasurer .....8
- ARTICLE IX. MEETINGS .....8**
  - Section 1. Membership Authority.....8
  - Section 2. Membership Meetings .....8
- ARTICLE XIII. FINANCE .....10**
  - Section 1.....10
  - Section 2.....10
  - Section 3.....10
  - Section 4.....10
  - Section 5.....10
- Article XIV. Affiliation with Other Associations .....10**
  - Section 1.....10
  - Section 2.....11
- Article XV. Conflict of Interest.....11**
- ARTICLE XVI. DISSOLUTION .....11**

Section 1.....	11
Section 2.....	11
Section 3.....	11
<b>ARTICLE XVII. PARLIAMENTARY AUTHORITY .....</b>	<b>12</b>
<b>ARTICLE XVIII. AMENDMENTS .....</b>	<b>12</b>
Section 1.....	12
Section 2.....	12
Section 3.....	12

## ARTICLE I. NAME

The name of this organization is the Bay Area Young Adult Librarians, a 501 (c) 3 non-profit public benefit corporation, hereinafter referred to as the Association.

## ARTICLE II. MISSION

Bay Area Young Adult Librarians is an organization for people serving teens in libraries. We provide continuing education, networking, and professional support for library services.

## ARTICLE III. MEMBERSHIP

### Section 1. Categories

There shall be two categories of membership: Active and Honorary.

### Section 2. Qualifications and Privileges

A. All members shall have the right to attend meetings, speak, make motions, and vote. They have the right to review books and receive the Associations bi-monthly mailing of minutes, notes, and reviews. Active Members may be elected to the position of Executive Committee member or Officer.

#### **B. Active Member**

An Active Member is an individual engaged in the provision of library services; a student enrolled in a graduate program of library and information science; an individual interested in the development, promotion, and improvement of library services. Active members are eligible to vote, hold elected office, and serve on committees, and receive all other member benefits.

### **C. Honorary Member**

The Association may award Honorary Membership to certain individuals or groups in recognition of significant contributions to young adult library services. Such honorary membership shall be granted by resolution of the Executive Committee and a majority vote of members at a regular meeting. Honorary Memberships shall be ongoing until revoked. An Honorary Member shall have none of the obligations of membership in the Association, but shall be entitled to the rights and privileges established in these Bylaws or as otherwise determined by the Executive Committee.

## **Section 3. Admission to Membership Application**

Admission to Membership Applications for admission to membership in any category and proposals for honorary membership must be submitted electronically or in writing. The Executive Committee or an agent or committee designated by the Executive Committee shall admit to membership in the appropriate category those who meet the prescribed qualifications and pay required dues. The Executive Committee may enter into joint membership arrangements with other library associations.

## **Section 4. Dues and Special Assessments**

A. Changes in annual dues for Active Members shall be made by the Executive Committee and approved by the affirmative vote of two-thirds of the Active members present and voting at a Membership meeting; or, through a vote in an election, by two-thirds of the Active members responding, provided that at least 10% of the Active members vote online or return their paper ballots.

B. The Executive Committee may enter into joint membership programs with other library associations to allow for discounted members' dues. Dues shall be set by the Executive Committee in consultation with the other association without the need for membership approval.

C. Dues shall be due and payable annually. A member whose dues have not been paid 45 days after the established renewal date shall have membership revoked until such time as those dues have been paid.

## **Section 5. Termination of Membership**

### **A. Resignation**

A member may resign membership at any time.

### **B. Expulsion**

A member may be suspended or expelled from membership upon a two-thirds vote of the Executive Committee, or upon decision of an independent third party adjudicator appointed by the Executive Committee, for cause, other than non-payment of dues provided that:

1. The member shall be notified by first-class registered mail addressed to the member at the member's last address shown on the records of the Association at least 15 days prior to the meeting of the Executive Committee at which such action shall be considered,
2. The notice shall state the reasons for the action, and
3. The member shall have an opportunity to be heard, either in person or in writing, as may be determined by the Executive Committee, in their own defense prior to any action by the Executive Committee or the independent third party adjudicator and at least five days before the effective date of the suspension or expulsion.

## Section 6. Reinstatement to Membership

A. On approval of the Executive Committee or an agent or committee appointed by the Executive Committee, any former member may be reinstated to membership.

B. There shall be no reinstatement fee charged by the Association, but persons seeking reinstatement shall pay dues.

# ARTICLE X. GOVERNANCE

## Section 1. Executive Committee

### A. Number and Composition

The association shall have at least three (3) members of this committee and collectively they shall be known as the Executive Committee. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The composition of the Executive Committee shall be the President, President Elect, Past President, Secretary, and Treasurer. All positions except that of the President may be combined.

### B. Terms of Office

Terms of office shall be one-year in duration and can be extended by vote of the membership.

### C. Vacancies

Vacancies on the Executive Committee shall exist (1) on the death, resignation or removal of any Executive Committee member, and (2) whenever the number of authorized Executive Committee members is increased.

The Executive Committee may declare vacant the office of an Executive Committee member who has demonstrated inability to fulfill the duties of the position responsibly.

Executive Committee members may be removed without cause by a vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Executive Committee member may resign effective upon giving written notice to the President. No Executive Committee member may resign if the corporation would then be left without a duly elected officer in charge of its affairs, except upon notice to the Attorney General of the state of California.

Vacancies on the Executive Committee may be filled by a majority of Executive Committee members then in office, whether or not less than a quorum, or by a sole remaining Executive Committee member. Vacancies created by removal of an Executive Committee member, however, may be filled only by the approval of the members. The Active members of this association may elect an Executive Committee member at any time to fill any vacancy not filled by Executive Committee members.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Executive Committee or until their death, resignation, or removal from office.

#### **D. Duties**

In addition to such other duties as may be prescribed in these Bylaws and the Standing Rules or limitations established in these Bylaws, the Executive Committee may set policy of the Association that is not inconsistent with the mandates and policies determined by the membership and shall:

1. Set broad general policy for the Association and plan the direction of the Association.
2. Conduct the business of the Association.
3. Adopt the budget, review financial reports, and recommend annual dues to the membership.
4. Evaluate Association activities.
5. Determine the time and place of the Annual Meeting.
6. Be subject to the orders of the Association, and none of its acts shall conflict with action taken by the membership of the Association.
7. Provide for appropriate action on all applications for membership.
8. Provide for development and maintenance of procedural documents related to these Bylaws.
9. Review and revise existing Association policies, except in these Bylaws, for consistency of intent and language with any new policies that may be adopted from time to time by the membership.
10. Prescribe and publish with these Bylaws the qualification for each category of membership.
11. Appoint members of the association to assist in the business of the association as needed and determined by the Executive Committee.

## Section 2. Officers

The officers of the Association shall be a President, a President Elect, the Immediate Past President, a Secretary and a Treasurer. Officers shall be elected by ballot pursuant to Article XI of these Bylaws.

## Section 2. Terms of Office.

A. **President.** The term of office shall be for one year, at the conclusion of which, the President shall automatically assume the office of Immediate Past President.

B. **Vice President/President Elect.** The term of office shall be for one year, at the conclusion of which, the Vice President/President Elect shall automatically assume the office of President.

C. **Immediate Past President.** The term of office shall be for one year.

D. **Secretary.** The term of office shall be one year.

E. **Treasurer.** The term of office shall be one year.

F. Terms of office can be extended by vote of the membership.

## Section 3. Vacancies

A. **President.** In the event of a vacancy in the office of President, the President Elect shall assume the office of President for the remainder of the unexpired term as well as for the term to which the Vice President/President Elect was elected. In the event of a vacancy in both the office of President and the office of President Elect, the Immediate Past President shall assume the office of President for the unexpired term.

B. **President Elect.** In the event of a vacancy in the office of President Elect, a special election shall be held to fill the unexpired term.

C. **Immediate Past President.** In the event of a vacancy in the office of Immediate Past President, the President may appoint, subject to approval by the Executive Committee, a Past President who is an Active member of the Association.

D. **Secretary.** In the event of a vacancy in the office of Secretary, the President shall appoint, subject to approval by the Executive Committee, a qualified Active member of the Association to fill the vacancy until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

E. **Treasurer.** In the event of a vacancy in the office of Treasurer, the President shall appoint, subject to approval by the Executive Committee, a qualified Active member of the Association to

fill the vacancy until the time of the next annual election, at which time an election shall be held to fill the unexpired portion of the term.

## **Section 4. Duties**

The officers shall perform the duties prescribed by these Bylaws, the Standing Rules and the parliamentary authority adopted by the Association, and in addition:

### **A. President**

The President:

1. Shall serve as a member of the Executive Committee
2. Shall preside at all meetings of the Membership and Executive Committee
3. Shall fill, by appointment of a qualified Active member of the Association, and with the consent of the Executive Committee, any vacancy occurring in an elective office of the Association (except for President Elect), until the next annual election, at which time an election shall be held to fill the unexpired portion of the term.
4. May call special meetings of the Membership and Executive Committee
5. Shall prepare the agenda for each meeting of the Membership and the Executive Committee

### **B. President Elect**

The President Elect shall:

1. Serve as a member of the Executive Committee
2. Assist the President and perform such duties as may be delegated or assigned by the President or the Executive Committee.
3. In the absence of the President perform the duties of the President.

### **C. Immediate Past President**

The Immediate Past President:

1. Shall serve as a member of the Executive Committee.
2. Assist the President and perform such duties as may be delegated or assigned by the President or the Executive Committee.

### **D. Secretary**

The Secretary:

1. Shall oversee the keeping of a record of the proceedings of the Membership and Executive Committee meetings.
2. Shall oversee the keeping of a record of the members, including names and addresses and the categories of membership held by each.
3. Shall oversee the maintenance of the official records of the Association including meeting minutes.
4. Shall notify members of upcoming meetings, special elections, and other information as directed by the executive committee.

## **E. Treasurer**

The Treasurer:

1. Shall serve as a member of the Executive Committee.
2. Shall ensure that adequate and correct books and records of account are kept.
3. Shall oversee submission of reports, including an annual audit, of the financial status of the Association to the Executive Committee and the membership.
4. Assume all duties generally associated with the office of Treasurer including, but not limited to charge and custody of, and responsibility of, all funds of the association, and deposit of such funds in the name of the association in banks, trust companies, or other depositories as selected by the Executive Committee.

# **ARTICLE IX. MEETINGS**

## **Section 1. Membership Authority**

The membership has all legislative and elective powers and authority to determine policies of the Association, except as otherwise provided in these Bylaws, and including the power to amend and repeal these Bylaws.

## **Section 2. Membership Meetings**

### **A. Annual meeting of the membership**

1. The members shall meet annually in November for the purpose of electing the Executive Committee and transacting other business as may come before the meeting.
2. Each Active member shall cast one vote for each opening on the Executive Committee, with voting being by ballot only. Officers shall be elected by majority vote of Active members on written or electronic ballot. However if only one person should run for any officer's position other than President, voting may be by acclamation.

### **B. Special meetings of the membership**



1. May be called between annual meetings by the Executive Committee.
2. A special meeting of the membership shall be called upon by written request of 5% of the Active members of the Association.
3. All requests for special meetings shall be submitted to the President. The date for the special meeting shall be set for not less than thirty-five and no more than ninety days after receipt of the request. Only the business specified for action in the call of the special meeting may be transacted.

### **C. Regular meetings of the Membership**

1. Regular meetings shall be held regularly throughout the year to serve the mission of the Association.
2. Association business may be voted on during a regular meeting as proposed by the Executive Committee and approved by a majority of members present

### **D. Notice**

The Executive Committee shall distribute to each active member of record notice of any Membership meeting stating the place, day, and time of the meeting and any business to be considered for which notice is required by statute of these Bylaws.

1. Notice of regular meetings shall be distributed not less than twenty days nor more than 90 days prior to the date of such meeting.
2. Notice of special meetings shall be distributed within twenty days after receipt of the request for the meeting.
3. **Manner of Giving Notice.** Notice of a members' meeting or any report shall be given either by electronic means or by posting on the Associations website.

### **E. Quorum.**

A quorum shall consist of ten percent or ten of the Active members of the association, whichever is greater.

The member present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of members from the meeting provided that any action taken after the loss of the quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

# ARTICLE XIII. FINANCE

## Section 1.

The fiscal year of the Association shall be from July 1 through June 30, inclusive.

## Section 2.

The Association shall maintain an annual budget. The budget for each fiscal year shall be adopted by the Executive Committee prior to the beginning of that fiscal year.

## Section 3.

The budget shall be administered by the Treasurer, who shall make bi-monthly reports of income and expenditures to the Executive Committee.

## Section 4.

The Treasurer shall submit quarterly statements to the Executive Committee and annual reports to the membership.

## Section 5.

No officer, employee, or committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment except by order of the Executive Committee. The Executive Committee shall not commit the Association to any financial obligation in excess of its financial resources.

# Article XIV. Affiliation with Other Associations

## Section 1.

The Executive Committee reserves the authority to affiliate the Association with other organizations or associations having a purpose or interests similar to those of the Association. Depending on the nature of the other organization or association, it may be appropriate to exchange liaisons or representatives to one another's governing boards.

## Section 2.

Affiliates may receive benefits and shall pay dues, if any, as determined by the Executive Committee.

## Article XV. Conflict of Interest.

Association leaders, including officers, members of the Executive Committee, and the President shall not use their positions for personal gain. Any member under consideration to serve as an Association leader shall, upon request, disclose any relationships or potential relationships that could be construed as posing a conflict of interest relating to existing or proposed service. Existing or potential conflicts of interest may be taken into consideration in the nomination or election process. Both paid and unpaid affiliations should be disclosed. The Executive Committee may approve appropriate policies and forms to implement this article.

## ARTICLE XVI. DISSOLUTION

In the event of a dissolution of the Association, the net assets of the Association shall be applied and distributed as follows:

### Section 1.

All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.

### Section 2.

Assets held by the Association upon condition requiring the return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

### Section 3.

Assets held for charitable, benevolent, educational or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to one or more domestic corporations or other organizations engaged in charitable, benevolent, educational or similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501(c)(3) (or other applicable Section) of the Internal Revenue Code, or current statutes.

# ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberta's Rules of Order, current version shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Standing Rules of the Association, or any statutes applicable to this Association.

# ARTICLE XVIII. AMENDMENTS

## Section 1.

All proposals for amending these Bylaws shall be submitted to the Executive Committee which shall establish procedures for consideration of each proposal.

## Section 2.

Notice of proposed amendments shall be distributed to all Active members at least thirty days prior to the vote at a Membership meeting or deadline to vote online or for return of paper ballots, in accordance with the provision of Article XII.

## Section 3.

These Bylaws may be amended at a Membership meeting by the affirmative vote of two-thirds of the Active members present and voting at a Membership meeting; or, through a vote in an election, by two-thirds of the Active members responding, provided that at least 10% of the Active members vote online or return their paper ballots.

**Bylaws:**

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