

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

(As amended through May 31, 2014)

## **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 ethical 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 election to membership by the Executive Board (the "Board") upon recommendation of the Membership Committee and payment of dues.

*Section 2.* There shall be six classes of membership:

- A. Regular 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) is a provider of library services on an independent contract basis.
- B. Institutional Members. Any law library in the District of Columbia, Maryland or Virginia may become an institutional member upon payment of annual dues. The annual dues shall be based on the number of memberships purchased by the institutional member, who will own the memberships. The Library Director shall designate individuals as members and have the authority to transfer the membership to other library staff members. Such designated members shall have the rights and privileges of Regular Members.
- C. Retired Members. Any person who has retired from law library work and has been a Regular or Institutional Member of the Society for at least 5 consecutive years may be elected to Retired membership.

A person who is currently employed as a non-library employee of the information industry is not eligible for election as a Retired Member.

- D. Associate Members. Any person who through occupation or profession is interested in law libraries and law librarianship but does not qualify for any other class of membership may be elected to Associate membership.
- E. Student Members. Any person enrolled in a degree program in library or information science or law may be elected to Student membership. Membership in this category is limited to five consecutive years.
- F. Honorary Members. Upon recommendation of the Nominations Committee, the Board may vote to approve appropriate non-Members as Honorary Members.

*Section 3.* Rights and Privileges of Members

All Members except Associate and Honorary Members shall have the right to vote, the right to belong to a Special Interest Section (“SIS”) and to hold any elective or appointive office (including committee chair) in the Society.

Associate Members shall have the right to belong to a Special Interest Section.

All previously elected Life Members retain all rights and privileges that pertained at the time Life membership was granted.

All Members shall have access to *Law Library Lights* and the *Membership Directory* as part of their membership.

- Section 4.* 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 distributed to the Members at least ten (10) days in advance of the meeting.

*Section 5.* Dues

A. Dues for each Member are annual. Each membership period runs for one calendar year from date of payment by the Member.

B. Notice of dues shall be sent to each Member by the Society thirty (30) days prior to the expiration of the Member’s annual membership period. A notice of non-receipt of dues shall be sent seven (7) days prior to, and another notice shall be sent seven (7) days after the expiration of the Member’s annual membership period. Members who have not made payment by thirty (30) days after the expiration of their membership period shall be suspended from membership without further notification.

C. Suspended Members may be reinstated at any time upon payment of their annual membership dues. The annual membership period for such reinstated Members shall run from the date of actual payment of dues.

#### **ARTICLE IV. Officers, Directors and Executive Board**

- Section 1.* The officers shall consist of a President, a Vice-President/ President-Elect, the Immediate Past President, a Corresponding Secretary, a Recording Secretary, a Treasurer and an Assistant Treasurer/Treasurer-Elect. The Vice-President/President-Elect shall serve for three years, the second year as President, the third as Immediate Past President. The Corresponding Secretary and the Recording Secretary shall each serve two years. The Assistant Treasurer/Treasurer-Elect shall serve for two years, the second year as Treasurer. Officers and Directors shall be announced at the Annual Meeting and shall be declared elected and shall assume office immediately. The Vice-President/President-Elect and the President must be members of the AALL.
- Section 2.* There shall be an Executive Board (the "Board"), which shall consist of the officers and three Directors, who shall be elected for a term of two years, two in even numbered years and one in odd numbered years. The Chairs of the Society's Special Interest Sections shall be non-voting ex-officio members of the Board. Meetings of the Board shall be held at the call of the President.
- Section 3.* A quorum shall consist of a majority of the Board.
- Section 4.* The President may call the officers and Directors of the Board into executive session when it is deemed appropriate for the proper conduct of business. At the request of the President, others may be invited to attend.
- Section 5.* The duties of the officers and Directors shall be those usually assigned to such offices as set forth in the latest edition of *Sturgis' Standard Code of Parliamentary Procedure* 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 6.* The officers and 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 of 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 officer selected by and acting on behalf of the Society. Each of the officers and Directors shall be entitled to rely upon any paper or document believed 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 to the correctness of the same. The officers and 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 7.* 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 reason of the fact that such person 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 or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her 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 itself create a presumption that the person did not act in good faith and in a manner which he or she 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 such 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 or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred 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 such person and incurred by him or her in any such capacity or arising out of his or her status as such.

*Section 8.* Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear all other members for the duration of the meeting.

## **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 committees 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 at least ten (10) days in advance of the meeting either by publication in *Lights*, by mail, through *Dates to Remember*, or by electronic notification.

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

*Section 5.* Non-Member Attendance. Meetings of the Society shall be open to non-members unless the Board or presiding officer of a meeting announces a particular meeting or portions thereof closed to non-members. Non-members 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 and for Assistant Treasurer/Treasurer-Elect. The Committee shall nominate three or more candidates as Directors, and shall nominate candidates as necessary for Corresponding Secretary or Recording Secretary. Candidates for 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 distributed 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. A plurality shall elect. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Elections Committee.

#### **Article VIII. Vacancies in Office**

*Section 1.* In the event that a vacancy occurs in the office of President, the Vice-President/President shall automatically become President and shall serve until the end of the resigning President's term if the vacancy occurs before January 1. If the vacancy occurs on or after January 1, the Vice-President/President Elect shall serve until the end of the Vice-President/President-Elect's own elected term.

*Section 2.* If the Vice President/President Elect assumes the office of President before January 1, or if the Vice President/President-Elect resigns at any time, the Board shall call a special election on an expedited schedule to elect a Vice-President/President-Elect, who shall serve the unexpired term of the Vice President and then duly assume the office of President. If the Vice-President/President-Elect assumes the office of President on or after January 1, the Board shall appoint a member to serve as Vice President until the next election.

*Section 3.* In the event that a vacancy occurs in any other elective office, the Board shall appoint a member to fill that office for the remainder of the term.

#### **ARTICLE IX. Amendments**

Amendments to the bylaws may be proposed by the Executive Board or by petition submitted to the Bylaws Revision Committee and signed by at least ten members of the Society who are eligible to vote. The Committee shall review the proposed amendments and present them to the Board.

Notice of a proposed amendment shall be given to the voting members of the Society no less than 30 days prior to the Regular Meeting at which the proposed amendment is to be discussed. The proposed amendment may be amended at that meeting by a two-thirds majority

vote, provided that a quorum is present.

Ballots for voting on the final version of proposed bylaws amendments shall be distributed to the voting members of the Society within 10 days of the meeting at which they were discussed. Ballots must be returned to the Recording Secretary within 25 days after they were distributed. Proposed amendments become effective at the beginning of the next fiscal year when approved by a two-thirds majority of the returned ballots. The enacted changes shall be filed with AALL for review.

## **ARTICLE X. Procedure**

*Section 1.* Parliamentary Authority. The rules contained in the current edition of *Sturgis' Standard Code of Parliamentary Procedure* shall govern.

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

## **ARTICLE XI. Special Interest Sections**

*Section 1.* Special Interest Sections may be created by the Board by approving the written petition of thirty-five (35) voting members of the Society. The petition shall state the aims of the proposed section and shall affirm that the group has functioned as an informal caucus for three years immediately prior to the filing of the written petition. The petition shall be accompanied by a draft of proposed bylaws.

*Section 2.* Membership in a particular section will be open to Regular, 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 Bylaws of the Law Librarians' Society of Washington, D.C., Inc.

*Section 4.* Funds necessary for the operating expenses of each Section shall annually include, but not be limited to, an amount equal to 50% of the annual dues collected by the Society for that Section. Such dues shall be in addition to the Society's basic annual membership dues. All Sections shall charge dues, the amount of which 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 XII. Anti-Discrimination**

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 XIII. 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 spirits of the Society.