

# Law Librarians Association of Wisconsin Bylaws

## Article I: General

**Section 1. Purpose of Corporation.** The purpose of this corporation shall be as set forth in its Articles of Incorporation. These By-Laws specify various matters affecting the operations and governance of the corporation. Chapter 181 of the Wisconsin Statutes shall control to the extent applicable with respect to the matters not specifically addressed in these By-Laws or in the Articles of Incorporation.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall begin on June 1 and end on May 31.

**Section 3. Corporate Seal.** The corporation shall have no corporate seal.

*Revised: April 2000*

## Article II: Members

**Section 1. Classes.** There shall be four (4) classes of members:

**(A) Active Members.** Any individual officially connected with a law library, or with a law collection in any library in Wisconsin, or who has had such connection within the past seven (7) years, may become an active member upon payment of annual dues. Such membership cannot be transferred or assigned.

**(B) Associate Members.** An individual not connected with a law library or law collection may become an associate member upon payment of annual dues. An active member may become an associate member when no longer officially connected with a law library or law collection. An associate member shall not be eligible to vote or hold office in the corporation.

**(C) Sustaining Members.** Any individual or any company or institution or representative thereof, other than a law library, interested in supporting law librarianship may become a sustaining member. A sustaining member shall not be eligible to vote or hold office in the corporation.

**(D) Student Members.** Any individual currently enrolled in any institution of higher education who has an interest in law librarianship may become a student member. A student member shall not be eligible to vote or hold office in the corporation.

**Section 2. Rights and Privileges.** The right to hold office and the rights of voting shall be restricted to active members. Each member shall be entitled to one vote on any matter submitted by the Board of Directors to a vote of the members. The matters as to which the members have voting rights shall include:

(1) Election and removal of the Board of Directors and officers of the Corporation.

- (2) Amendment of the Articles of Incorporation or By-Laws.
- (3) Merger, consolidation or dissolution.
- (4) Sale, lease or exchange of substantially all of the corporate assets.
- (5) Any matter which the Board of Directors voluntarily submits to a vote of the members.

### **Section 3. Dues.**

Dues and any reasonable increase in same for each class of membership shall be determined by the Board of Directors, subject to approval by two-thirds of the members present and voting at any regular meeting, provided that notice was sent either via regular or electronic mail to the members at least 60 days in advance of the meeting.

The dues year is June 1 to May 31 of the following year. Dues are payable on June 1 of each year. Sustaining members shall pay dues at three times the rate of the individual membership dues. Associate members and student members shall pay dues at one-half the cost of the individual membership dues. These dues are non-refundable.

**Transfers; Terminations.** No member may transfer membership or any right or rights arising therefrom. Membership shall be terminated by death or resignation and thereafter all the rights of the member shall cease. Members failing to pay dues more than three (3) months after the due date for such dues and after due notice by the treasurer shall be suspended from membership. Suspended members may be reinstated at any time upon payment of the full current year's dues.

### **Section 4. Meetings.**

**(A) Quarterly Meetings.** The members of the corporation shall meet quarterly at such times and places as the Board of Directors or its delegates shall direct.

**(B) Annual Meeting.** An annual meeting of the members shall be held at the fourth quarterly meeting of each year. Failure to hold the annual meeting shall not work a forfeiture on or dissolution of the corporation.

**Section 5. Place of Meetings.** Meetings of the members may be held at any place within or without Wisconsin.

**Section 6. Notices.** Notice of any meeting of the members of the corporation, in each case specifying the place, date and hour of the meeting shall be given to each member by delivering notice, orally or in writing, not less than fourteen (14) days prior to the date of the meeting unless a different time shall be prescribed for a particular action by law.

**Section 7. Quorum; Action.** Fifteen of the active members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present

at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation, or these By-Laws require a greater proportion.

**Section 8. *The Standard Code of Parliamentary Procedure.*** *The Standard Code of Parliamentary Procedure* in the latest edition shall govern all deliberations by the membership when not in conflict with the Articles of Incorporation, these By-Laws, or special rules of the corporation. If the rules contained in the *Standard Code* do not adequately address the issue, then *Robert's Rules of Order* will be consulted.

**Section 9. Organization.** The president, or in the absence of the president the vice-president/president elect, or in the absence of the vice-president/president elect any active member delegated by the president or vice-president/president elect, shall act as chair at every meeting of the members. The secretary of the corporation, or in the absence of the secretary any active member delegated by the secretary, president, or the vice-president/president elect shall act as secretary of the meeting.

*Revised: May 2010*

### **Article III: Board of directors**

**Section 1. Powers.** Subject to the limitations of law, the Articles of Incorporation, and these By-Laws, the affairs of the corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the corporation's goals through officers, employees and an administrative structure designed by the Board of Directors; the solicitation of funds to assist the corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation or these By-Laws; and attendance at meetings of the Board of Directors and committees.

**Section 2. Number; Election; Term.** The Board of Directors shall consist of the officers, the committee chairs, and the immediate past president of the corporation. Each director shall hold office for a term of one (1) year or until such director's successor shall have been duly elected or appointed and qualified or until such director's death, resignation or removal. Directors may be re-elected or reappointed to serve more than one term in office.

**Section 3. Resignation.** A director may resign at any time by giving written notice to the secretary of the corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any individual director may be removed from office, with cause or for any reason by a two-thirds (2/3) vote of the Board of Directors.

**Section 5. Vacancies.** A vacancy or vacancies in the Board of Directors occurring for any reason may be filled for the unexpired portion of the term of said director by a majority vote of the directors then in office, even though less than a quorum. Each director so elected shall hold

office for the unexpired portion of the term such director was elected to fill and until such director's successor is elected and qualified, or until such director's death, resignation or removal.

**Section 6. Meetings.** The Board of Directors shall meet as deemed necessary to run the business of the organization.

**Section 7. Notices.** Notice of any meeting of the board of directors of the corporation, in each case specifying the place, date and hour of the meeting shall be given to each board member by delivering notice, orally or in writing, not less than seven (7) days prior to the date of the meeting unless a different time shall be prescribed for a particular action by law.

**Section 8. Action Without Meeting.** Actions that require immediate attention between regular Board meetings or actions discussed but voting delayed until additional information necessary for an informed vote can be gathered, may be taken through email vote signed by two-thirds of the directors then in office. Such action shall have the same force and effect as a vote of the directors taken at the meeting.

**Section 9. Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation, or these By-Laws.

**Section 10. Organization.** The president, or in the absence of the president the vice-president/president elect, or in the absence of the vice-president/president elect another director delegated by the president or the vice-president/president elect, shall act as chair at every meeting of the Board of Directors. The secretary of the corporation, or in the absence of the secretary any director delegated by the secretary, the president, or the vice-president/president elect, shall act as secretary of the meeting.

**Section 11. Compensation.** All directors of the corporation shall serve without compensation.

*Revised: September 2021*

## **Article IV: Officers**

**Section 1. Titles.** The corporation shall have a president, a vice-president/president elect, a secretary and a treasurer. The vice-president/president elect shall automatically become president after one (1) year and shall so serve during the second year following their election.

**Section 2. Qualifications.** The president and vice-president/president elect must be members of the American Association of Law Libraries.

### **Section 3. Nomination and Election.**

**(A) Election; Term of Office.** The officers of the corporation shall be chosen annually by the active members by ballot, and each officer shall hold office from June 1 through May 31 or until

such officer's successor shall have been duly elected and qualified or until such officer's death, resignation, or removal. Officers may be re-elected to serve more than one term in office.

**(B) Nominating Committee.** The Nominating Committee shall consist of three (3) members.

**(C) Nominations.** No later than March 1 of each year the Nominating Committee shall present to the membership a slate consisting of at least one candidate for vice-president/president elect, treasurer, and secretary. The Nominating Committee shall request and retain written acceptance from each candidate placed on the slate. In the event it is known in time that the current vice-president/president elect cannot assume the presidency, someone shall also be nominated for president. Further nominations, except for the office of president, shall be made upon written petition of ten (10) voting members in good standing. Such petitions, accompanied by written acceptance of the nominees, must be filed with the secretary of the corporation not later than March 15.

**(D) Ballots.** The Nominating Committee shall provide ballots to all paid active members by April 1. Ballots must be received by the Nominating Committee by April 30.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the secretary of the corporation who shall advise the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Removal.** Any officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served thereby.

**Section 6. Vacancies.** A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Board of Directors. In case of the death or resignation of the president, the vice-president/president elect shall become president and shall serve until the end of their elected term.

**Section 7. Compensation.** All officers of the corporation shall serve without compensation.

**Section 8. President.** The President shall be the chief administrative officer of the corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes,

acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to these By-Laws. The president shall, whenever it may in the president's opinion be necessary, prescribe the duties of other officers and employees of the corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

**Section 9. Vice-President/President Elect.** In the absence or disability of the president, the vice-president/president elect shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice-president/president elect shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

**Section 10. Secretary.** For the current term in which they serve, the secretary shall:

- (A) Keep copies on file of the Articles of Incorporation and By-Laws, as amended.
- (B) Keep minutes on file of all meetings of the membership and the Board of Directors, with the time and place of holding, whether regular or special.
- (C) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (D) See that the corporation's books, reports, statements and all other documents and records required by law are properly kept and filed.
- (E) Exhibit for inspection upon request the relevant books and records of the corporation to any member.
- (F) In general, perform all duties incident to the office of secretary, and such other duties as may be assigned by the Board of Directors.
- (G) Forward all official documentation to the Archives Committee at the conclusion of the term.

**Section 11. Treasurer.** The treasurer shall perform or have performed under the treasurer's direction the following functions:

- (A) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- (B) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- (C) Exhibit for inspection upon request the relevant books and records of the corporation to any member.

(D) Render interim statements of the condition of the finances of the corporation to the Board of Directors upon request, and render a financial report at the annual meeting.

(E) Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

(F) In general, perform all the duties incident to the office of the treasurer and such other duties as may be assigned by the Board of Directors.

*Revised: September 2021*

## **Article V: Committees**

**Section 1. Establishment.** The Board of Directors or the president may authorize standing and/or special committees to consider appropriate matters, make reports to the president and/or the Board of Directors, and fulfill such other advisory functions as may be designated. The authorization of such standing and/or special committees unless set forth in these By-Laws, and the members thereof, shall be recorded in the minutes of the Board of Directors. Standing committees shall be established for those purposes requiring the continuous attention of the corporation. Special committees shall be established for a stated period to accomplish a specific purpose. At the end of the stated period, the continuation of every special committee shall be decided by the Board of Directors. The standing committees of the corporation may include the following:

- (1) Archives
- (2) Membership
- (3) Newsletter
- (4) Nominating
- (5) Placement
- (6) Program
- (7) Public Relations
- (8) Government Relations
- (9) Grants
- (10) Web

**Section 2. Appointment.** The vice-president/president elect shall appoint the committee chairs to serve during their presidency. They shall also be the co-chair of the Program

Committee. Each committee chair shall, jointly with the vice-president/president elect, appoint the members of their committee to serve during their term as chair.

**Section 3. Qualifications.** Committee chairs shall be active members; committee members may be either active or associate members.

**Section 4. Term of Office.** Chairs of standing committees shall be appointed for terms of one (1) year beginning June 1. Committee chairs may be reappointed to serve more than one term in office.

**Section 5. Resignation.** A committee chair may resign at any time by giving written notice to the secretary of the corporation, who shall advise the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Removal.** Any individual committee chair may be removed from office, with cause or for any reason by a two-thirds (2/3) vote of the Board of Directors.

**Section 7. Vacancies.** The president, with the consent of the Board of Directors, may fill as necessary any committee chair appointments during their term. Committee chairs, with the consent of the Board of Directors, may fill as necessary any committee appointments during their terms.

**Section 8. Responsibilities.** The chair of each committee shall assume responsibility for carrying out the duties of the committee. Each committee shall maintain a file of its activities and provide a report as requested by the president. These files will be the property of the corporation and shall be passed from committee chair to committee chair.

**Section 9. Limitations.** No committee shall incur expenses on behalf of the corporation except as authorized, nor shall any committee commit the corporation by any declaration of policy.

*Revised: September 2021*

## **Article VI: Fiscal provisions**

**Section 1. Execution of Instruments.** Except as in these By-Laws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

**Section 2. Bank Accounts.** The Board of Directors may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as



may be selected by the Board or by an officer or officers, agent or agents of the corporation to whom such power may be delegated by the Board.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner, as shall be determined by resolution of the Board of Directors. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made without counter-signature, by the president or any vice-president/president elect, or the treasurer or by any other officer or agent of the corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the corporation.

**Section 4. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name. No loans may be made to any officer or director of the corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made at the discretion of the president or, in the case of the president, as determined by the Board of Directors.

*Revised: April 2000*

## **Article VII: Indemnification of directors and officers**

**Section 1.** Directors and officers of the corporation shall be indemnified according to the provisions of Chapter 181 of the Wisconsin Statutes; provided, however, that the corporation reserves the right to exercise any discretion with respect to indemnification as provided therein.

*Revised: April 2000*

## **Article VIII: Amendment**

**Section 1.** Active members may, by a three-fourths (3/4) majority of all votes cast, amend or repeal any or all of the Articles of Incorporation. Active members may, by a two-thirds (2/3) majority of all votes cast, amend or repeal any or all of these By-Laws. Notice of any proposed amendment to the Articles of Incorporation or the By-Laws shall be filed with the secretary at least forty-five (45) days before the meeting at which the amendments are to be considered. The secretary shall place the proposed amendment on the agenda for discussion. Ballots shall be provided to all active members in good standing within fifteen (15) days of the meeting at which the amendment was discussed.

*Revised: March 2005*

## **Article IX: Anti-discrimination**

**Section 1.** Membership in the corporation or participation in any activity shall not be denied to any individual on account of race, color, religion, gender, age, sexual orientation, national origin, gender identity, or disability.

*Revised: March 2017*