

**Bylaws of the Virginia Association of Law Libraries (Amended Nov. 15, 2024)**

**BYLAWS OF THE VIRGINIA ASSOCIATION OF LAW LIBRARIES**

**ARTICLE I. NAME**

The name of this association shall be Virginia Association of Law Libraries (the Association).

**ARTICLE II. OBJECT**

The Association seeks to develop and increase the usefulness and efficiency of law libraries. It shall be conducted as a non-profit professional association to promote librarianship and to foster a spirit of cooperation among members of the profession.

**ARTICLE III. MEMBERSHIP**

Section 1: Eligibility for Membership. Any person or institution interested in law libraries may become a Member of the Association by complying with the provisions of the Bylaws.

Section 2: Classification of Membership. Members of the Association shall consist of:

(a) Individual Members: Upon payment of the annual dues the following persons in Virginia may become an Individual Member of this Association:

- (1) Any person connected with a law library;
- (2) Any person with past law library experience; or
- (3) Any person connected with a non-law library or working as a consulting librarian, interested in law librarianship.

(b) Institutional Members: Any law library in Virginia 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.

(c) Associate Members: A person not directly connected with a law library or other library, located in the state of Virginia, may become an Associate Member of this Association with the approval of the Executive Board and upon payment of annual dues.

(d) Student Members: An individual who is enrolled in a library school or a law school may become a Student Member upon payment of annual dues.

(e) Honorary Members: The Association may, at any regular Business Meeting, by a 2/3 vote of those present, elect Honorary Members. An Honorary Membership will last for the lifetime of the Honorary Member. The Association shall not have more than 10 Honorary Members at any time.

(f) Lifetime Members: The Association may, at any regular Business Meeting by a vote of 2/3 of those present, elect to Life Membership those who have been Members of the Association for at least 10 years, but who have retired from active library work.

(g) Sustaining Members: Any company or institution supporting the goals of the Association may become Sustaining Members with the approval of the Executive Board and upon payment of annual dues.

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The Executive Board has the authority to determine the classification of new applicants in unclear situations.

**Section 3:** Rights and Privileges. The following rights and privileges shall accrue to all Members of the Association:

(a) The right to hold the offices of President or Vice-President/President-Elect shall be restricted to Individual Members and to designated Members under an Institutional Membership who are also Individual or Institutional members, in good standing, of the American Association of Law Libraries (AALL).

(b) The right to hold other Association offices (Secretary, Treasurer, and Director) shall be restricted to Individual Members and to designated Members under an Institutional Membership without regard to AALL membership.

(c) The right to vote shall be restricted to Individual Members, to designated Members under an Institutional Membership, and to Student Members.

(d) The right to receive all publications of the Association will be shared by all Members, unless otherwise directed by the Executive Board.

**Section 4:** Dues. Dues for Individual, Institutional, Associate, Student, and Sustaining Members shall be determined by the Executive Board, subject to approval by two-thirds of the Members present and voting at any Business Meeting of the Association or by ballot distributed to all voting Members. Written notice and an explanation of the proposed dues change shall be distributed to the Members at least thirty (30) days in advance of the meeting or balloting. Honorary and Life Members shall not be required to pay dues.

**Section 5:** Year. The year for dues shall begin on June 1, and the fiscal year of the Association shall begin on June 1. The dues of Members joining between January 1 and May 31 shall be one-half the annual dues for that fiscal year.

**Section 6:** Suspension of Membership. Members failing to pay dues by August 1st, and after due notice by the Membership Chair, shall be suspended from the membership by the Membership Chair. Suspended Members may be reinstated at any time upon payment of the full current year's dues.

**ARTICLE IV. MEETINGS**

**Section 1:** Business Meetings. Business Meetings shall be held twice per year, in the spring and in the fall.

**Section 2:** Other Meetings. Educational or other Special Meetings may be held at such times as the President or Executive Board may elect.

**Section 3:** Quorum. A quorum for a Business Meeting of the Association shall be ten voting Members.

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Section 4: Notice. Notice of meetings shall be sent, either electronically or in paper, to each Member at least fourteen days before the meeting.

Section 5: Procedure. Robert's Rules of Order, in the latest edition, shall govern all the deliberations of the Association when not in conflict with the Bylaws of the Association.

### **ARTICLE V. OFFICERS, EXECUTIVE BOARD, NOMINATIONS AND ELECTIONS**

Section 1: Officers. The Officers shall consist of a President, Vice-President/President-Elect, Secretary, and Treasurer. The President, the Vice-President/President-Elect, Secretary, and Treasurer shall serve without compensation. All Officers shall serve until their successors are elected, appointed, and qualified, or they are removed from office.

Section 2: Terms of Office and Duties of Officers.

(a) President. The Vice-President/President-Elect shall automatically become President after one year and shall so serve during the second year following his or her election. The President shall preside at all meetings of the Association membership and of the Executive Board and shall perform other duties as enumerated in the Association handbook.

(b) Vice-President/President-Elect. The Vice-President/President-Elect shall be elected annually by the Association and shall serve a one-year term. The Vice-President/President-Elect shall conduct meetings of the Association membership and of the Executive Board if the President is absent, shall assume duties or projects as the President requires, shall serve as Chair of the Program Committee, and shall perform other duties as enumerated in the Association handbook.

(c) Secretary. The Secretary shall serve a term of two years. The Secretary shall prepare the minutes for all general Business Meetings and all Executive Board meetings, shall prepare the official ballot as called for in the Bylaws, shall supervise the annual election process, shall supervise the Bylaw amendment process, and shall perform other duties as enumerated in the Association handbook.

(d) Treasurer. The Treasurer shall serve a term of two years. The Treasurer shall maintain a record of expenses and receipts, shall prepare quarterly and annual detail and summary financial reports, and shall perform other duties as enumerated in the Association handbook.

Section 3: Executive Board. The property, business, and affairs of the Association shall be managed by the Executive Board which shall be composed of the Officers of the Association, the last retiring President, and two Directors of the Association who are not Officers. Each Director shall serve a two-year term. Each Director will be elected in alternate years by the Association.

The duties of the Executive Board shall be those usually assigned to such boards in similar associations.

The Executive Board shall meet once each year at a place and time to be designated by the President

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of the Association and at such other times and places as the President or a majority of the Executive Board may direct.

**Section 4:** Nominating Committee. There shall be a Nominating Committee appointed by the Executive Board, to consist of three members, no one of whom shall be a member of the Executive Board, and no one of whom shall be a candidate for office at the succeeding election. Each member of the committee shall serve for a term of one year. The chairman of the committee shall be designated by the Executive Board.

The Nominating Committee shall solicit recommendations from the membership for nomination. At least one candidate for each office shall be presented. Names of the candidates shall be presented to the membership electronically no later than February 1.

Further nominations may be delivered to the Chair of the Nominating Committee no later than February 15.

**Section 5:** Regular Elections. In the case of contested elections, the President shall appoint an individual who shall have charge of the conduct at the annual election. The election shall be conducted electronically with voting to commence no earlier than February 16 and to end no sooner than February 27.

If no nominations from the membership are received by the Chair of the Nominating Committee by February 15, each candidate presented to the membership as the only candidate for a particular office shall be deemed elected as of February 28.

Candidates receiving the largest number of votes shall be declared elected. In case of tie vote, the successful candidate shall be determined by repeated ballots until one candidate receives a majority vote.

Elected Officers shall take office at the Spring Business Meeting of the Association.

**Section 6:** Special Elections. The Nominating Committee shall submit a list of one or more candidates to the Executive Board no later than thirty (30) days after the disability or resignation by, or removal of office of, the President or Vice-President/President-Elect. Special Elections may be conducted by paper or electronic balloting or at a Business Meeting, as determined by the Executive Board.

**Section 7:** Removal of Officers. Officers of the Association, as defined by the Bylaws, may be removed for failure to perform their duties. An Officer may be removed by a 2/3 vote of the Executive Board.

**Section 8:** Succession of Officers and Executive Board Members. In the event that the President is disabled, resigns, or is, in the judgment of the majority of the Executive Board, otherwise unable to perform the duties of the office, the title, duties and obligations of the office shall be assumed by the Vice-President/President-Elect, who shall then serve until the end of the vacating President's term as President. A Special Election shall be held to fill the office of Vice-President/President-Elect upon the assumption of the office of President by the Vice-President/President-Elect. The new Vice-

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President/President-Elect shall serve the unexpired term of his or her own predecessor and shall thereafter succeed to the office of President.

In the event that the Vice-President/President-Elect is disabled, resigns, or is, in the judgment of the majority of the Executive Board otherwise unable to perform the duties of the office, a Special Election shall be held to fill the office. The new Vice-President/President-Elect shall serve the unexpired term of his or her predecessor and shall thereafter succeed to the office of President.

The Executive Board shall have the power to fill any vacancy on the Executive Board, except that of President and Vice-President/President-Elect. The active Member so appointed by the Executive Board shall serve the unexpired term of his or her predecessor, or for an interim period extending to the conclusion of the Fall Business Meeting, whichever is shorter. Such appointed Members may be nominated as any candidates for office in the next election.

Section 9: Indemnification of Officers and Executive Board. The Association will, by resolution of the membership, provide for the indemnification by the Association of any and all of its Officers or former Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Officers of the Association, except in relation to matters as to which such an Officer or former Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

### **ARTICLE VI. AMENDMENTS TO BYLAWS**

Section 1: Proposal of Amendments. Amendments to the Bylaws may be proposed by any voting Member of the Association.

Section 2: Notice and Discussion of Proposed Amendments. Proposed amendments shall be submitted to the Secretary, who shall send notice, either electronically or in paper, to the voting Members no less than 30 days prior to the meeting of the Association at which they will be presented for discussion. The proposed amendment to the Bylaws may be amended at that meeting by a simple majority vote, provided that a quorum is present and that the amendment is consistent with the original proposed amendment to the Bylaws.

Section 3: Adoption of Proposed Amendment. Any Bylaw may be adopted, repealed, amended, or suspended by a simple majority of the voting members present at a regular Business Meeting, or when approved by a simple majority of the membership eligible to vote by paper and/or electronic ballot, as determined by the Executive Board.

Ballots, along with a summary of the discussion of the proposed amendment, shall be distributed, either electronically or in paper, to the voting Members.

The Executive Board shall specify the time for closing the balloting, but in no case shall it be less than 30 days after the distribution of the ballots. The secretary shall have charge of counting and tabulation of all votes cast in balloting on amendments to the Bylaws.

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**Section 4:** Effective Date. Proposed amendments shall become effective when approved by a simple majority of the members voting in a ballot conducted by mail or electronically.

**Section 5:** Review of Amendment by American Association of Law Libraries. Amendments to these Bylaws shall be submitted to the American Association of Law Libraries for review.

### **ARTICLE VII. COMMITTEES, OTHER ORGANIZATIONS, AND REPRESENTATIVES**

**Section 1:** Committees and Other Organizations. There shall be such committees and other organizations as the Executive Board shall create or shall be created by a majority vote of those present and voting at any meeting of the Association.

**Section 2:** Committees. The committees of the Association shall be of two classes; Standing Committees and Special Committees. Standing Committees shall be those established for purposes requiring the continuous attention of the Association. Special Committees shall be those 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 upon by the Executive Board.

(a) Committee Membership. Members of Standing Committees shall be appointed for terms of one year beginning at the Spring meeting of the Association.

(b) Appointments. The Vice-President/President-Elect shall appoint the committee members, excepting the Nominating Committee, for the terms provided by the Bylaws and designate the chair or co-chair of each committee to serve during his or her presidency. The President may make committee appointments during his or her term of office. Committee members shall be chosen from those Members who have the right to vote.

(c) Terms of Office. All Officers of committees and other organizations shall serve until they are removed from office or until their successors are appointed and qualified.

(d) Term Limitation. No committee chair shall serve more than five years without the unanimous approval of the Executive Board.

**Section 3:** Outside Representation. Association representatives to other organizations, agencies, joint boards, and joint committees and to meetings of other associations, may be appointed by the President or Vice-President/President-Elect and shall report to the Executive Board.

**Section 4:** Authority to Spend. No committee or representative shall incur expenses on behalf of the Association except as authorized nor shall any committee or representative commit the Association by any declaration of policy.

### **ARTICLE VIII. NON-DISCRIMINATION**

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