

**HBCU Library Alliance
Bylaws
As Amended May 2017**

Article I. Name

The name of the organization shall be the **HBCU Library Alliance**.

Article II. Purpose and Vision

Established October 29, 2002 in Atlanta, Georgia, the HBCU Library Alliance supports the collaboration of information professionals dedicated to providing an array of resources designed to strengthen HBCUs and their constituents.

The purpose of the HBCU Library Alliance is exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Alliance shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the IRS Code of 1986, as amended.

Article III. Membership

a. Members

The membership in the HBCU Library Alliance is open to institutions and individuals. Institutional members shall comprise two types:

- Libraries at HBCUs so designated by the White House Initiative on HBCUs and to schools of library and information science at HBCU institutions.
- Libraries of organizations that are not HBCUs, which may be admitted only by invitation of the HBCU Library Alliance Board of Directors.

Individual members may be affiliated with an HBCU institution, a non-HBCU institution, or unaffiliated.

There is an affiliate category for those HBCU institutional members who do not meet the financial obligations of membership. Affiliate members will not be eligible to vote or enjoy the full benefits of membership.

b. Rights and Privileges

Rights and privileges for institutional and individual members shall be defined by the Board of Directors. Each HBCU institutional member library in good financial standing shall be entitled to one vote in all matters submitted to a vote, to be cast by the library dean/director or the designee. No other category of membership shall be entitled to vote.

c. Fees

There will be an annual membership fee as determined by the Board of Directors and payable at the beginning of the HBCU Library Alliance fiscal year. Members who have not paid their fees within one year shall lose their voting rights and other privileges until such fees are paid. No member may assume office unless membership dues are current. Likewise, Board members and committee representatives from member institutions one year in arrears cannot continue service.

d. Resignations

Any member desiring to resign from the HBCU Library Alliance may submit its resignation to the Board in writing. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

e. Reinstatement

On written request and fulfillment of outstanding financial obligations, the Board of Directors, by the affirmative vote of a majority of Directors present and casting votes, may reinstate a member to membership on such terms as the Board may deem appropriate.

Article IV. Membership Meetings

a. Meetings

Meetings of the membership shall be conducted at times and places as determined by the Board of Directors for the purpose of transacting business.

b. Quorum

The quorum will be a simple majority of the members participating in the membership meeting.

c. Participation

Membership Meetings are open to all members. Voting is limited to the library dean/director or designee of HBCU institutional members in good financial standing.

d. Meeting Notification

Notice of the meeting and the agenda will be communicated to the membership at least 60 calendar days in advance.

Article V. Governance / Board of Directors

a. The Board of Directors

The Board of Directors shall be the governing body of the HBCU Library Alliance. The Board shall consist of five (5) elected and two (2) appointed voting Directors. Elected Directors will

represent: one (1) public HBCU institutional member, one (1) private HBCU institutional member, one (1) 1890's HBCU institutional member; and two (2) at-large HBCU institutional members, one of which will be other than a dean/director of the library. The two appointed voting Directors shall be experts chosen and appointed by the Board of Directors and may be from an HBCU institution, from an institution that is not an HBCU, unaffiliated with an institution, a member or not a member. Board members may serve non-consecutive terms but may serve no more than two consecutive ones. The Chair and Vice-Chair may serve non-consecutive terms but may serve no more than two consecutive terms. The immediate Past Chair shall be an ex officio member of the Board. The Board may invite a faculty member of an HBCU school of library and information science or other individuals to serve in an ex-officio, non-voting capacity. Board members are elected or appointed from a slate of candidates prepared by the nominating committee. In addition, from time to time, the Board can create ex-officio non-voting positions based on strategic need.

b. Board Meetings

The Board of Directors will meet at least three times each fiscal year at places and times as determined by the Board. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment. Board meetings are open to members in good financial standing.

c. Governing Authority

The Board shall propose policy for the HBCU Library Alliance based on issues that are brought before the Board. A majority shall constitute a quorum of the Board of Directors.

d. Officers

The officers of the HBCU Library Alliance shall be the Board Chair, Vice-Chair, Treasurer, Secretary and immediate Past Chair. With the exception of Past Chair, officers will be elected by the Board from the Board membership. No officer may serve more than two consecutive terms. The officers comprise the Executive Committee.

e. Officer Roles and Responsibilities

The Chair shall be the official spokesperson and representative of the organization. Other duties include:

1. chair the Executive Committee
2. preside over Board and membership meetings
3. serve as Ex Officio member of all Standing Committees
4. appoint all committee members
5. develop the meeting agenda
6. develop the annual report for the organization

The Vice-Chair shall serve as Chair in the absence of the Board Chair. Other duties include:

1. assume the role of Chair when the Chair's term ends
2. assist the Board Chair by representing the Alliance at meetings upon request

The Secretary shall:

1. record and distribute minutes of meetings of the membership, Board and executive committees
2. transfer all minutes to the HBCU Library Alliance web site and the Archives for the HBCU Library Alliance
3. handle correspondence as required
4. maintain membership roster

The Secretary may be assisted in the prescribed duties by HBCU Library Alliance staff members.

The Treasurer shall:

1. serve as liaison to the fiscal agent for the organization
2. serve on the Finance/Audit Committee
3. provide complete financial reports to the Board and the full membership
4. assure that accurate accounts of receipts and disbursements are maintained

The Treasurer may be assisted in the prescribed duties by HBCU Library Alliance staff members.

The immediate Past Chair shall:

1. be an ex officio member of the Board and shall not have a vote unless he or she is continuing in an elected term or has been elected to a new consecutive term
2. provide advice and continuity for organizational business

f. Elections and Terms of Office

Board members shall be elected or appointed to serve for three years. Officers of the Board, including the Past Chair, shall serve for two years. The Board term of service for officers may be extended to a fourth year to serve the balance of their term. Notwithstanding any other provision contained in these Bylaws, an officer of the organization who is serving as a member of the Board of Directors may continue to serve as a member of the Board until the expiration of the officer's term, despite the fact that the individual's normal, three-year term as Director may have expired. Board members may be elected or appointed to a second sequential term.

g. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

h. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served.

Article VI. Committees

The Board may establish one or more committees to consist of one or more directors or other individuals. Unless otherwise determined by the Board, or set out in these Bylaws, the Board Chair shall appoint all committee members. Any institutional or individual member in good standing is eligible to serve on committees. All recommendations and minutes of Committee meetings shall be forwarded to the Board of Directors for approval and action. Standing Committees shall consist of:

1. Nominating Committee

The Past Chair shall serve as Chair of the nominating committee consisting of three members. It shall be the duty of this committee to solicit interest, and prepare the slate of candidates for the open Board positions. Additional nominations shall be permitted.

2. Finance/Audit Committee

The finance/audit committee shall work with the Executive Director to monitor and provide financial oversight of the organization. This committee supports the development of the annual budget, tracks actual spending, and interprets the overall financial health of the organization on behalf of the Board. The committee shall consist of two (2) Board members, the Executive Director, and the Fiscal Agent or designee. The Fiscal Agent shall be an ex officio, non-voting member.

3. Personnel Committee

The personnel committee shall provide direction and decision-making for employee policies, compensation and benefits, legal compliance, and staff evaluation and training. The committee shall consist of the Board Chair or designee, one (1) additional Board member, and an appointee of the organization that is serving as host of the HBCU Library Alliance. All committee members shall be voting committee members.

4. Strategic Planning Committee

The strategic planning committee shall provide direction and counsel throughout the strategic planning process and develops effective approaches to long-range planning. All Board members shall be members of the committee.

Article VII. Bylaws and Governance

a. Bylaws

Amendments to these bylaws may be made by a two-thirds majority vote of all HBCU institutional members casting votes by mail or electronic ballot or at any duly convened meeting of members, providing that the proposed amendment shall have been sent to each at least 30 days in advance of such balloting.

b. Parliamentary Procedure

All matters of procedure at any meeting of the Board of Directors, and committee, or the membership shall be governed by Robert's Rules of Order (latest edition). These rules of order may be suspended by a vote of two-thirds of the voting representatives present.

c. Electronic Communications

Any action which may be done, or is required to be done, in writing under these bylaws, including casting ballots and meeting notices, shall be valid if sent and received by electronic mail.

Article VIII. Finances and Records

a. Dues and Fees

Each member shall be assessed annual membership dues. The Board of Directors shall establish an annual membership fee and other fees as needed.

b. Fiscal Year

The fiscal year of the HBCU Library Alliance shall commence July 1st of each year and end June 30th of the following year.

c. Finances

The HBCU Library Alliance shall operate with money received from a variety of funding sources to include membership dues, grants, and contributions to be used by the Board to maintain the organization.

d. Registration Fees

The Board reserves the right to assess registration fees to cover the cost of the Membership meeting and/or professional development activities.

e. Records

All active records of the HBCU Library Alliance and the Board of Directors, including those of the Chair, shall be maintained at the office of the fiscal agent. Copies of the minutes of the meeting of the Board of Directors shall be sent to each Director of the Board in a timely manner.

f. Assignment of the Archives

All archival documents so designated by the Board shall be preserved at the Robert W. Woodruff Library of the Atlanta University Center, permanently designated as holder of the Archives. Archival files, records, minutes, pictures, recordings, and Board member's documents, in various formats pertaining to the HBCU Library Alliance, should be retired by the Executive Director to the Archives annually and at the end of the official terms of officers.

g. Disposition of Assets

In the event that the HBCU Library Alliance disbands or becomes otherwise defunct, all remaining funds in the Treasury shall be disbursed in accordance with the Articles of Incorporation.

Original Bylaws adopted December 15, 2003

Amended May 2009

Amended July 2011

Amended October 2012

Amended May 2017