

Bylaws of the Association
ALISE, INC., Bylaws

Article I: Name and Objectives

Section 1. The name of this not-for-profit corporation, organized and existing under the laws of the State of Delaware shall be Association for Library and Information Science Education, Inc., hereinafter referred to as the "Association."

Section 2. As a not-for-profit corporation, which is exempt under Section 501 (c)(3) of the Internal Revenue Code, no part of the property, assets, or net income of the Association shall inure to the benefit of any director, officer, member, or other private person except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article I, Section 2 of these Bylaws. No substantial part of the activities of the Association shall be devoted to propaganda or to attempt to influence any political campaign for public office, nor shall it carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) (the "Code").

Section 3. Should dissolution of the Association become necessary, the Association shall be dissolved pursuant to the relevant provisions of the Delaware General Corporation Law. After paying or adequately providing for the payment of its liabilities, the remaining assets of the Association shall be distributed to one or more domestic corporations or other organizations exempt from taxation under Section 501 (c) (3) of the Code and engaged in activities substantially similar to those of the Association.

Section 4. When not in conflict with these Bylaws, the current edition of Standard Code of Parliamentary Procedure by Sturgis shall serve as the parliamentary authority of all Association meetings, including meetings of the Association as a whole.

Article II: Membership

Section 1. Membership in the Association shall consist of: Personal Members, Institutional Members, ~~and~~ International Affiliate Institutional Members. Eligibility for and privileges of each class shall be stated herein. The Board of Directors will resolve questions relating to eligibility.

Section 2. Personal Member status shall be granted to any individual who has an interest in the objectives of the Association. Personal Members shall have the right to vote, to hold any Association elective office or appointive position, and to receive the official journal.

Section 3. Institutional Member status shall be granted to any school that offers a degree in library and information science, or cognate field ~~and which is accredited by the appropriate authority.~~ On matters requiring an institutional vote, each Institutional Member is entitled to one vote.

Section 4. International Affiliate Institutional Member status shall be granted upon request to any school outside the United States or Canada that offers a program to educate persons for the practice of library and information science at the professional level as defined or accepted in the country in which the school is located.

Section 5. Associate Institutional Member status shall be granted to libraries and organizations other than schools of library and information science.

Article III: Board of Directors

Section 1. There shall be a Board of Directors herein referred to as the "Board," that shall have power and authority to manage the Association's property and to regulate and govern its affairs. The Board shall determine policies of the Association, and shall take such actions as it considers necessary to carry out the objectives of the Association.

Section 2. The Board shall consist of: the President and President-Elect of the Association, the Secretary-Treasurer, the most recent Past-President, three elected Directors, and the Administrator of the Association Office appointed under Article XII, Section 2, as an ex-officio, nonvoting member.

Section 3. The Board shall hold at least one regular meeting per year on such date and at such place as shall be fixed by the Board and may hold special meetings upon call of the President or upon written request of any three members of the Board. There shall be a regular meeting of the Board no later than one week after the annual meeting of the Association. Meetings of the Board, except Executive Sessions, shall be open to members of the Association and by invitation of the President to nonmembers. Four voting members of the Board shall constitute a quorum.

Section 4. In the event that a vacancy occurs in the membership of the Board, a replacement shall be elected by a majority vote of the remaining members of the Board to serve until a new member is elected by the membership of the Association under the procedures in Article IX.

Section 5. All members of the Board shall serve until their successors are elected and assume their duties. The terms of office shall commence at the adjournment of the annual meeting. The term of office of Director shall be three years.

Section 6. There shall be an Executive Committee of the Board, to consist of the President, President-Elect, and Past-President, with all the powers of the Board to act between meetings of the Board, except with respect to the following powers, which are set forth in Section 141 of the Delaware General Corporation Law:

- (a) The power to amend the Certificate of Incorporation;
- (b) The power to adopt an agreement of merger or consolidation;
- (c) The power to recommend to the members: the sale, lease, or exchange of all or substantially all of the Association's property and assets;
- (d) The power to recommend to the members a dissolution of the Association or a revocation of a dissolution;
- (e) The power to amend the Bylaws of the Association.

Article IV: Officers

Section 1. The officers of the Association shall be the President, President-Elect, the Secretary-Treasurer, and the most recent Past-President.

Section 2. The President shall be the chief executive officer of the Association and, subject to the Board, shall have general supervision and control over its affairs. The President shall serve as Chairperson of the Board and shall preside at all business meetings of the Association and the Board and shall recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of the Association. At the annual meeting the President shall report for the Board on the general state of the Association and shall present for information or consideration any matters of policy or program that s/he, or the Board desire to bring to the attention of the members. The President shall be a member *ex officio*, without vote, of all Association Committees except the Nominating Committee. In the event of disability, absence or withdrawal of the President, the title and all duties and obligations shall be assumed by the President-Elect. Should further succession to the office become necessary, the title, duties, and obligations shall be assumed by the most recent Past-President. A vacancy in the Board created by such succession shall be filled by the election of a Director for the unexpired term as provided for in Article III: Section 4.

Section 3. The President-Elect shall perform such duties as the President may assign.

Section 4. The Secretary-Treasurer shall perform the usual duties of the office and those assigned by the Board and at the annual meeting shall report to the members on the financial status of the Association.

Section 5. The terms of office of President, President-Elect, and Past-President of the Association shall be one year. The term of office of Secretary-Treasurer shall be three years. All officers shall serve until their successors are elected and assume their duties. The term of office shall commence at the adjournment of the annual meeting.

Article V: Association Meetings

Section 1. An annual meeting of the members shall be held at such time and place as the Board determines.

Section 2. The Board may call special meetings. Notice of a special meeting shall specify the business to be transacted, and no business other than that stated in the notice shall be considered.

Section 3. Notices of meetings in writing shall be sent to each voting member at least 30 days before all Association meetings.

Section 4. A quorum for the transaction of business shall be 50 members entitled to vote.

Section 5. Whenever, in the judgment of the Board, a question arises that should be put to a vote of the entire membership and cannot await the annual meeting, the Board may submit the question for vote by mail or online balloting process unless otherwise required in these Bylaws. The Board shall establish the closing date for the return of votes. The question presented shall be resolved by a majority vote of the returned ballots sent to the entire voting membership.

Section 6. For voting on matters of policy, that commit the individual member schools to any definite action, the vote shall be by institutional representative only. On such questions, a two-thirds vote of the Institutional Members present and voting shall prevail. Upon the request of five or more Institutional Members any matter under discussion shall be submitted to a mail or online ballot for vote by all of the Institutional Members. A majority of Institutional Members voting by mail or online balloting process shall prevail.

Article VI: Committees

Section 1. Standing Committees and Special Committees may be established by the Board. These Committees shall be responsible to the Board, which will delegate such powers and functions to them as the Board finds desirable to conduct its business and to carry out the objectives of the Association.

Section 2. The President shall appoint replacements for members whose terms have expired and designate the chairperson of all Committees except the Nominating Committee. Appointments to Standing Committees shall be made to provide continuity of membership. No member may serve on any one Committee in excess of four consecutive years.

Section 3. Each Committee shall submit to the Board a written annual report of its activities, which shall contain any recommendations, considered necessary or advisable. Additional reports may be submitted at the option of a Committee or as requested by the Board or the President.

Section 4. Funds for Committee expenses shall be authorized by the Board through an annual allotment or upon submission of an estimated budget.

Section 5. Standing Committees and Special Committees may establish subcommittees to assist in their work. Subcommittees may include nonmembers of the Association.

Article VII: Council of Deans, Directors, and Chairs

Section 1. There shall be established in the Association a Council of Deans, Directors, and Chairs to respond to special and unique concerns of this group.

Section 2. The Council shall consist of the chief executive officer of each individual Institutional Member school.

Section 3. The Board upon submission of an estimated budget may authorize funds for the expenses of the Council.

Section 4. The Council shall establish such organizational structure and procedures as it finds desirable to conduct its business and carry out its objectives.

Section 5. Reports and recommendations of the Council may be submitted to the Board of the Association at the option of the Council or as requested by the Board or the President.

Article VIII: Interest Groups

Section 1. Interest groups may be established by the Board to respond to special and unique membership concerns.

Section 2. The Board upon submission of an estimated budget may authorize funds for interest group expenses.

Article IX: Nominations and Elections

Section 1. The Board shall elect a Nominating Committee for each election of members to the Board at least one year before the closing date established for the Committee's report. This Committee shall be composed of five members, no one of whom shall be a member of the Board. Three Directors, none of whom are officers, shall present to the Board for approval the names of five candidates for election to the Nominating Committee one of whom shall have been the chairperson of the Nominating Committee in the immediately preceding year, and the said three Directors shall also designate the candidate to be chairperson of the Committee.

Section 2. Nominations for membership on the Board shall be presented as follows: the Nominating Committee shall present each year two candidates each for President-Elect of the Association, and for Director, and every three years two candidates for Secretary-Treasurer following schedules and regulations specified in the Policy Manual of the Association.

Section 3. Election shall be by secret ballot provided by paper or online balloting process to each voting member at least six weeks prior to the annual meeting. The candidate who receives the largest number of votes for an office shall be elected. In event of a tie vote, the successful candidate shall be determined by lot conducted by the teller's committee.

Section 4. The Tellers Committee shall report the results of the vote at the annual meeting

Article X: Publications

Section 1. The Association shall publish an official journal and such other publications as the Board may authorize. Control of all Association publications shall be vested in the Board.

Section 2. The Association shall not be responsible for statements or opinions advanced in its publications or in papers or discussions at meetings of the Association or for statements by any of its members, officers, or staff, except those authorized by the Board or those reflecting duly established policies of the Association.

Article XI: Dues and Fees

Section 1. Dues for Institutional Members shall be determined by the Board with the approval of a majority vote of Institutional Members voting by a mail ballot. Such dues shall be paid annually and in advance.

Section 2. Dues for Personal Members shall be determined by the Board subject to approval by two-thirds of the voting members present and voting at an annual meeting, provided that written notice shall have been given to all voting members, at least 60 days in advance of the meeting. Such dues shall be paid annually in advance.

Article XII: Association Office

Section 1. The Board shall determine the location of the Association Office.

Section 2. Administration and management of the Association Office shall be the responsibility of a salaried staff administrator or a consultant who shall be designated by the Board and shall have such title as the Board determines and shall serve at the pleasure of the Board.

Article XIII: Association Affiliation and Representation

Section 1. The Association may have as an affiliate or become an affiliate of an organization whose objectives are consistent with those of the Association and whose activities are not in conflict with Article I: Sections 3 and 4 of these Bylaws. Affiliation shall be authorized and may be cancelled by the Board.

Section 2. The Board shall authorize representation to other organizations and to Joint Committees and the President shall appoint the Representatives. The Representatives shall be responsible to the Board, which will delegate such powers and functions to them as the Board finds desirable for the conduct of its business, and for carrying out the objectives of the Association. Association Representatives shall submit to the Board written annual reports of their activities and of the Bodies to which they are Association Representatives, which shall include recommendations, considered necessary or advisable. Additional reports may be submitted at the option of the Representatives or as requested by the Board or President.

Section 3. The President may appoint Representatives of the Association to meetings of other organizations or to special events in response to invitations.

Article XIV: Amendments to Bylaws

Section 1. Amendments may be proposed by the Board, the Governance Committee, or by 25 personal voting members affiliated with at least five Institutional Member schools. Proposals originating in the Board shall be approved by a two-thirds vote of the Board before submission to the members. Proposals originating in the Association Committee concerned with Bylaws shall be presented to the personal voting members with the recommendations of the Board. Proposals originating by petition shall be submitted in writing to the Association Committee concerned

with Bylaws for review and shall be presented to the members with the recommendations of the Board.

Section 2. The Board, on approving a proposed amendment, shall specify whether a vote for ratification shall be taken at the membership meeting of the Association or by mail or online balloting process. If a mail or online ballot vote is ordered the Board shall fix the time for the beginning and closing of the balloting. If a vote at a membership meeting is ordered, at least thirty days written notice shall be given the Association of the text of the proposed amendment or new bylaw.

Section 3. These bylaws may be amended by a two-thirds vote of those present and voting at the membership meeting or of the returned ballots sent to the entire personal membership.

Approved July 3, 1975.

Revised June 1981; July 1985; January 1987; April 1989, December 1990, February 1994, November 1995, January 1999, January 2013, February 2018.