

Church & Synagogue Library Association Revised Bylaws & Standing Rules

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Bylaws

Article I. Name.

Section 1. Name.

The name of the association shall be the Church and Synagogue Library Association, Inc., hereafter referred to as the “Association.”

Section 2. Nature.

The Association shall be incorporated as a not-for-profit corporation under the laws of Oregon.

- A. It shall be exempt from taxation as a corporation organized for charitable, educational and scientific purposes pursuant to 26 U.S.C. Section 501(c)(3).

- B. The Bylaws of the corporation for the purposes of Oregon Revised Statutes shall include the previous Constitution of the Association.

Article II. Purpose.

The purpose of the Association shall be to provide educational guidance and support in the establishment and management of library services in religious congregations.

Article III. Members.

Section 1. Classes of Members.

- A. Members with Voting Privileges.

Individual Members, Designated Representatives of Congregational Library Members and Honorary Members are members with voting privileges.

- B. Members with Non-Voting Privileges.

Affiliate Members and Institutional Members are members without voting privileges.

Section 2. Categories of Members.

The categories of members are listed in the *Standing Rules* of the Association.

Section 3. Eligibility.

Persons or organizations supporting the purpose of the Association who submit an application for membership and pay the required dues shall be eligible for membership.

Section 4. Dues.

Membership in the Association shall carry an obligation to pay membership dues defined by the Board of Directors (Board).

- A. The Board shall establish the annual dues for each category of membership. See *Standing Rules*.
- B. The annual dues for each category of membership shall be payable to the Treasurer by January 1 of each year. New members joining the Association in the final quarter of the membership year (October 1 through December 31) shall be considered in good standing through the following membership year.
- C. Members in all categories who have not renewed their membership by a date determined by the Board shall be dropped from membership in the Association. See *Standing Rules*. Any member thus dropped shall be reinstated upon payment of dues for the current year.

Section 5. Membership and Fiscal Year.

- A. The membership year shall be from January 1 to December 31.
- B. The fiscal year shall be from January 1 to December 31.

Section 6. Privileges.

Privileges vary with the category of membership. See *Standing Rules*.

Article IV. Officers.

Section 1. Officers and Duties.

The elected officers of the Association shall be President, First Vice-President, Immediate Past President, Second Vice-President and Treasurer.

A. President.

The President shall be the Chief Elected Officer of the Association and shall have general supervision and leadership over its affairs. He/she shall serve as Chair of the Board and shall preside at all meetings of the Association and the Board. See *CSLA Handbook* for duties. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

B. First Vice-President.

The First Vice-President shall be the President-Elect and shall act for the President on all occasions when necessary. See *CSLA Handbook* for duties. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

C. Immediate Past President.

The Immediate Past President shall serve as an advisor to the President. He/she shall chair committees determined by the Board. See *CSLA Handbook* for duties. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

D. Second Vice-President.

The Second Vice-President shall be responsible for recruiting and retaining membership and shall enlist Association members to help in this endeavor. See *CSLA Handbook* for duties. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

E. Treasurer

The Treasurer shall be responsible for the maintenance of the financial records of the Association and for the preparation of the financial report. See *CSLA Handbook* for duties. He/she shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 2. Term of Office.

Officers shall serve from the conclusion of the Annual Meeting at which they are installed until their successors are installed.

A. The President, First Vice-President and Immediate Past President shall each serve a one-year term. See *Standing Rules*. The first Vice-President shall automatically succeed to the position of President, and the President shall automatically succeed to the position of Immediate Past President.

B. The Second Vice-President shall serve a two-year term. See *Standing Rules*.

C. The Treasurer shall serve a two-year term. See *Standing Rules*.

Section 3. Election Procedure.

- A. All officers except the President and the Immediate Past President shall be elected from a slate prepared by the Nominations and Elections Committee and distributed to the membership. The committee shall nominate at least one person for each office. The nominee for each office receiving the highest number of votes shall be elected. See *Standing Rules*.
 - 1. The First Vice-President shall be elected annually.
 - 2. The Second Vice-President and the Treasurer shall be elected every two years.
- B. Individual Members and Designated Representatives of Congregational Library members in good standing shall be eligible for election to one of the elected offices of the Association.

Section 4. Office-Holding Limitations.

No member shall hold more than one office at a time.

Article V. Board of Directors.

Section 1. Composition.

The Board of Directors shall consist of voting and non-voting members. The maximum and minimum number of voting members shall be established by the Board. See *Standing Rules*.

- A. Voting Members.
 - 1. Officers: President, First Vice-President, Immediate Past President, Second Vice-President, Treasurer.
 - 2. Chapters Coordinator.
 - 3. Chair of each Standing Committee.
 - 4. Chair of each Ad Hoc Committee who is designated to have voting privileges.
- B. Non-Voting Members.
 - 1. Association staff members. See *Standing Rules*.
 - 2. Chair of each Ad Hoc Committee who has not received voting privileges.

Section 2. Duties and Powers.

- A. The Board shall be responsible for establishing and implementing the policies of the Association subject to the Bylaws and the actions taken by the membership.
- B. The Board shall act for the membership between the annual business meetings of the Association.
- C. The Board shall determine the annual budget of the Association.
- D. The Board shall set the annual dues for each category of membership.
- E. The Board shall determine the compensation for all personnel retained by the Association.
- F. Each member of the Board shall submit a semi-annual and an annual report to the Board.
- G. The Board shall determine the method of voting. See *Standing Rules*.

Section 3. Filling Vacancies.

- A. In the event of disability or withdrawal of the President, the title and all duties and obligations shall be assumed by the First Vice-President for the remainder of the term. Should further succession beyond that of the First Vice-President to the office of President become necessary, the decision regarding this obligation shall be left to the discretion of the Board.
- B. In the case of a member vacancy on the Board, the President shall appoint another member to fill the position with approval of a majority of the Board.
- C. In the case of a staff member vacancy on the Board, the Association may hire a person to fill that vacancy upon the recommendation of the Personnel Committee subject to the approval of the Board.

Article VI. Executive Committee.

Section 1. Composition.

The Executive Committee shall consist of the four officers elected by the Association (President, First Vice-President, Second Vice-President and Treasurer), the Immediate Past President, the Chapters Coordinator and the Administrator.

Section 2. Responsibilities.

The Committee shall act for the Board and the Association between meetings of the Board, subject to the Bylaws and the actions taken by the Board and the Association and shall report its actions to the Board as soon as possible.

Section 3. Quorum.

A quorum of the committee shall consist of four voting members. The Administrator is a non-voting, *ex officio* member of the committee.

Article VII. Committees.

Section 1. Establishment of Committees.

Standing Committees and Ad Hoc Committees shall be established by the Board. These committees shall be responsible to the Board, which will delegate powers and functions to them for carrying out the objectives of the Association.

- A. Standing Committees.

Standing Committees and Subcommittees shall be established to carry on the work of the organization. See *Standing Rules*.

- B. Ad Hoc Committees.

Ad Hoc Committees shall be established at the discretion of the President and the Board to work on special or continuing assignments. Each committee shall serve until its task is completed and the committee is excused by the Board. See *Standing Rules*.

Section 2. Appointment of Committee Chairs and Committee Members.

The President shall appoint the Chair of each committee from the membership of the Association, except for the General Chair(s) of the Conference Planning Committee who is/are selected by the host chapter and approved by the Board. In the absence of a host chapter, the General Chair(s) shall be appointed by the President with the approval of the Board. The Committee Chairs shall appoint their

committee members before they begin their work. Upon recommendation of the Committee Chairs, the President shall approve the committee members.

Section 3. Terms of Service.

- A. The General Chair(s) of the Conference Planning Committee shall be appointed for up to three years.
- B. The Chapters Coordinator shall be appointed for two years and may be reappointed.
- C. All Standing Committee Chairs shall be appointed for one year and may be reappointed.

Article VIII. Meetings.

Section 1. Membership.

- A. Annual Business Meeting.

The annual business meeting of the membership shall be held at least once a year, preferably during the annual conference, for the purpose of receiving reports of officers and committees, installing officers and handling other Association business.

- B. Special Meetings.

A special meeting of the membership may be called by the President or the Board upon the written request of a member of the organization. Notice of the special meeting, stating the purpose, shall be sent to the members at least four weeks in advance of the meeting.

- C. Quorum.

Thirty-five individual members and/or Association representatives of Congregational Library members in good standing shall constitute a quorum.

Section 2. Board of Directors.

- A. Meetings.

The Board shall meet at least two times per year. Dates and locations for the meetings shall be set by the Board. The Board meetings may be face-to-face or electronic. All Board and Board Committee meetings, except Executive Committee, Financial Review Committee and Personnel Committee meetings shall be open to all members of the Association.

- B. Special Meetings.

Special meetings may be called by the President or at the request of one-third of the members of the Board with dates and locations set by the Board. Notice of special meetings shall be given to Board members in writing.

- C. Quorum.

A quorum of the Board shall consist of one-half of the voting members of the Board plus one.

Section 3. Executive Committee.

The Executive Committee shall meet at the request of the President. Any member of the committee may ask the President to call a meeting.

Section 4. Other Meetings.

A. Chapter Presidents/Advisory Council.

The Chapter Presidents/Advisory Council shall meet during the annual Conference to exchange ideas relating to plans and activities of the Association. The Advisory Council shall consist of the Board and representatives of the Association's Affiliate Members. See *Standing Rules*.

B. Prez Corps.

The Prez Corps may meet during the annual Conference to exchange ideas relating to plans and activities of the Association. It shall consist of the past Presidents of the Association. See *Standing Rules*.

Article IX. Chapters.

Section 1. Establishment.

The Board may establish a chapter upon application from ten or more Association members in a geographic area. The application signed by each member and a proposed set of Bylaws and Standing Rules are presented to the Board by the Chapters Coordinator. After Board approval, the application is signed by the CSLA President and Chapters Coordinator and becomes the Chapter Charter.

Section 2. Purpose.

The purpose of a Chapter shall be to provide educational guidance and support in the establishment and management of library services in religious congregations within a geographic area.

Section 3. Membership.

Each member of a chapter shall be a member of the Association in good standing either by having paid individual dues or by being a member of a Congregation or Institution that has paid dues to the Association. Honorary CSLA members may be chapter members.

Section 4. Executive Board.

A Chapter shall elect its own officers and appoint Committee Chairs to serve on its Executive Board.

Section 5. Bylaws.

A Chapter shall develop its own set of Bylaws and Standing Rules modeled on the Association's Bylaws and Standing Rules.

Section 6. Dues.

A Chapter shall be self-supporting and shall establish its own membership dues, supplementary to Association dues. Chapters may give honorary chapter memberships to individuals; these honorary memberships are valid as long as either the chapter or the individual pays his/her Association dues.

Section 7. Geographic Boundaries.

The geographic boundaries of a Chapter shall be established by the Association's Board with the concurrence of the Chapter. Chapter boundaries shall not overlap with another Chapter; these boundaries may be changed by joint agreement of the Chapter and the Board. Association members shall have freedom of choice in their preference of chapter affiliation.

Section 8. Dissolution of Chapters.

If a Chapter should dissolve, monies in the treasury of the dissolved Chapter shall be remitted to the Association.

Article X. Limitation of Liability and Indemnification.

Section 1. Limitation of Liability.

See *Standing Rules*.

Section 2. Indemnification.

See *Standing Rules*.

Article XI. Property of the Association and Dissolution.

The property of the Association is irrevocably dedicated to exclusively religious, educational or charitable purposes. Upon the liquidation, dissolution or abandonment of the Association its property will not inure to the benefit of any private person except a fund, foundation or organization established and operated exclusively for religious, educational or charitable purposes as determined by the Board.

Article XII. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt.

Section 1. Amendments.

After approval by the Board, these Bylaws may be amended by a two-thirds vote at any annual business meeting or special meeting of the Association, provided that written notice of the proposed amendment shall have been given to the membership at least 60 days prior to the meeting. The notice shall include the complete text of the proposed amendment.

Section 2. Effective Date of Amendments.

Amendments to these Bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

Standing Rules

“Standing rules ... are rules (1) which are related to the details of the administration of a society rather than to parliamentary procedure, and (2) which can be adopted or changed upon the same conditions as any ordinary act of the society. A standing rule can be adopted by a majority vote at any business meeting without previous notice. Although such a rule remains in effect until rescinded or amended, it does not bind future sessions if a majority desires to suspend it temporarily for the duration of a particular session.” — *Robert’s Rules of Order Newly Revised*.

The Standing Rules listed below refer to the companion sections in the Association Bylaws.

Article III. Members.

Section 2. Categories of Members.

A. Individual Members.

Individual Members shall be persons who are interested in congregational libraries.

B. Congregational Library Members.

Congregational Library Members shall be religious congregations or religious schools with a library. One member of each congregation shall be designated the Association representative.

C. Affiliate Members.

Affiliate Members shall be geographically based; autonomous; denomination, inter-denominational or non-denomination organizations, groups or councils whose membership is organized and associated with the Association because of a mutual interest in effective libraries.

D. Institutional Members.

Institutional members shall be organizations concerned with the interests of congregational libraries such as businesses or industries; international, national or regional library association; and educational or religious associations.

E. Honorary Members.

Honorary Members shall be those individuals who have been granted honorary lifetime membership by the Association in recognition of their contributions and service to the organization.

Section 4. Dues.

A. Annual dues for each category of membership:

Individual U.S.	\$50.00
Individual Canadian/Foreign	\$55.00 usd
Congregational	\$70.00
Congregational Canadian/Foreign	\$75.00 usd
Affiliate	\$100.00
Institutional	\$200.00
Honorary	complimentary

C. Members in all categories who have not renewed their membership by March 31 shall be dropped from membership in the Association.

Section 5. Privileges.

A. Voting.

Individual, Congregational Library and Honorary members in good standing each shall be entitled to one vote on all matters presented to the membership.

B. Receipt of Publications.

Members in good standing of each category shall receive, without charge, copies of the journal of the Association in quantities determined by the Board.

C. Service as Officers.

Individual and Designated Representatives of Congregational Library Members in good standing shall be eligible to serve as officers, committee chairs and committee members.

Article IV. Officers.

Section 1. Officers and Duties.

The duties of all officers are listed in the *CSLA Handbook*.

Section 2. Terms of Office.

- A. The President, First Vice-President and Immediate Past President shall each serve a one-year term and shall not serve consecutive terms.
- B. The Second Vice-President shall serve a two-year term and may serve one additional term for a maximum of four consecutive years.
- C. The Treasurer shall serve a two-year term and may serve two additional terms for a maximum of six consecutive years.

Section 3. Election Procedure.

- A. Election Procedure – further defined.

At the winter Board meeting, the Nominations and Elections Chair shall report the names of nominees for offices. The Administrator shall prepare and send the ballots and biographies of nominees to the voting members at least two months before the annual Conference. Completed ballots shall be returned to the Association office in one month. The Administrator shall send completed ballots to the Nominations and Elections Chair for counting. The Nominations and Elections Chair shall report the results of the election at the Association's business meeting at the Annual Conference.

Article V. Board of Directors.

Section 1. Composition.

- A. Voting members.

The number of voting members shall be a maximum of 15 and a minimum of 12.

- B. Non-voting members.

- 1. Association staff members.

There may be the following staff members. See *CSLA Handbook* for complete job descriptions. All staff positions shall be recommended by the Personnel Committee, subject to the approval of the Board. Job descriptions, annual compensation and

terms of employment shall be approved by the Board upon recommendations from the Personnel and Finance Committees.

a. Administrator.

The Administrator shall be the only full-time employee of the Association. He/she shall attend all meetings and maintain the records of the Association, the Board and the Executive Committee. He/she shall serve as the Editor-in-Chief of all publications of the Association and as an *ex officio* member of all conference Planning Committees.

b. Publications Editor.

The Publications Editor shall edit the Association's journal and may be assigned other editing responsibilities for the Association. He/she shall work closely with the Publications Chair, Publications Committee, Media Review Editor, Webmaster, Editor-in-Chief and the printer. He/she shall attend the annual Conference and shall be reimbursed for expenses subject to the limitations of the Association's budget.

c. Media Review Editor.

The Media Review Editor shall receive books and other media for review in the Association's journal and distribute them to selected persons for printed reviews. He/she shall maintain all records and work closely with the Publications Editor. He/she shall be a member of the Publications Committee.

d. Webmaster.

The Webmaster shall create and maintain the Association's website. He/she shall work under the supervision of the Association's website liaison and shall have frequent contact with the Administrator and the Publications Editor.

e. Financial Assistant.

The Financial Assistant shall be responsible for preparing monthly financial reports as well as all federal and Oregon state financial forms. He/she shall work under the supervision of the Treasurer.

Section 2. Duties and Powers.

G. Voting Procedures.

The Board shall determine whether a vote other than an oral vote can be taken. If the voting is done electronically, the results of such voting shall be reaffirmed and recorded for the minutes of the next Board meeting.

Article VII. Committees.

Section 1. Establishment of Committees.

A. Standing Committees.

There may be the following Standing Committees. See *CSLA Handbook* for complete job descriptions.

1. Awards Committee.

The Awards Committee shall recommend a recipient for an award in each category that is authorized by the Board. The Rodda Book Award Committee is a subcommittee of the Awards Committee.

2. Chapters Committee.

The Chapters Committee shall be responsible for the development of the chapters of the Association, assisting chapters in their organization and any other matters concerning chapters which require the Association's attention. The Chair of the Chapters Committee shall be designated the Chapters Coordinator. The First Vice-President shall be an *ex officio* member of the committee.

3. Conference Planning Committee (for current Conference).

The Conference Planning Committee shall make and carry out the arrangements for the Annual Conference under the supervision and coordination of the Chair in consultation with the Administrator. More than one Conference Planning Committee is in existence at any given time.

4. Continuing Education Committee.

The Continuing Education Committee shall identify the educational needs of congregational librarians and suggest ways to fulfill them.

5. Finance Committee.

The Finance Committee shall be responsible for recommending financial policies to the Board and for preparing a proposed annual budget.

6. Fundraising Committee.

The Fundraising Committee shall be responsible for initiating and supervising short- and long-term projects for raising funds for the Association in addition to the membership dues.

7. Nominations and Elections Committee.

The Nominations and Elections Committee shall be responsible for selecting and presenting to the membership a slate of candidates for the election of Association officers for the following year. The Immediate Past President shall be the Chair of the Nominations and Elections Committee. The Chair shall appoint committee members subject to the approval of the Board and before they begin their work.

8. Personnel Committee.

The Personnel Committee shall handle all staff personnel matters including hiring, evaluations and job descriptions and shall report its recommendations to the Board. The Immediate Past President shall be the Chair of the Personnel Committee.

9. Publications Committee.

The Publications Committee shall oversee the total publication program of the Association; it shall act in an advisory capacity to the Publications staff. The committee, in consultation with the Administrator, shall recommend to the Board publications appropriate for the Association.

Article VIII. Meetings.

Section 4. Other Meetings.

A. Chapter Presidents/Advisory Council

All Board members present at the Conference shall attend the Chapter Presidents/Advisory Council meeting.

Article X. Limitation of Liability and Indemnification.

Section 1. Limitation of Liability.

The Board is authorized to define the limitation of liability.

Section 2. Indemnification.

The Board is authorized to define the indemnification.

Constitution and Bylaws approved and adopted during the Annual Meeting, June 16, 1969.

Revised and amended by mail ballot, April 3, 1988.

Revised and amended by mail ballot, June 10, 2000.

Revised Bylaws and Standing Rules approved and adopted during the Annual Meeting, July 22, 2011.