

Bylaws

The Ladies' Library Association of Kalamazoo

**Organized January 1852
Reorganized and Incorporated 1859**

Kalamazoo, Michigan

Amended 9/28/2015

Nation's First Building Built and Owned by a Women's Organization

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**BYLAWS of
THE LADIES' LIBRARY ASSOCIATION of KALAMAZOO**

**ARTICLE I
Name**

The name of the Association shall be the Ladies' Library Association of Kalamazoo; which may be referred to herein as the LLA.

**ARTICLE II
Mission**

Section 1 Mission

The mission of the LLA is:

- a) the preservation of the Ladies' Library Association, its traditions and heritage;
- b) the preservation, safety and functionality of the Ladies' Library Association building at 333 South Park Street, Kalamazoo, Michigan, along with its library and other contents, as a National Historical Site
- c) philanthropic endeavors; and
- d) social enrichment of the members.

**ARTICLE III
Members**

Section 1 Active Members

Any woman interested in the mission of the LLA may apply for membership.

To become a member:

- a) an applicant must be sponsored by two members of the LLA;
- b) the applicant must have been a guest at one Association meeting;
- c) the name of said applicant shall be submitted to the Membership Chair, who then presents the application to the Board of Directors;
- d) the Membership Chair shall move the acceptance of the applicant;
- e) dues shall be payable with the application form and said dues shall be held until Board of Directors' review.

Guests may attend any meeting.

Section 2 Dues

Membership dues shall be paid annually.

Any change in dues shall be recommended by the Board of Directors and presented at the Annual Meeting, previous written notice having been given to the membership.

Section 3 Resignations and Reinstatements

Any member in good standing desiring to resign from the Association shall submit her resignation in writing to the Membership Chair, who shall present it to the Board of Directors for action.

Any member in good standing who resigns may apply to the Board of Directors for reinstatement through the Membership Chair.

ARTICLE IV Officers and Executive Committee

Section 1 Code of Ethics

All Officers, Chairs and Directors shall be required to sign and adhere to the Code of Conduct appended to the Bylaws.

Section 2 Elected Officers

The elected officers of the Association shall be:

President, Vice President, Secretary, and Treasurer.

These officers shall be elected to serve for a two-year term or until their successors are elected and assume office upon their installation.

Section 3 Eligibility of Officers

No member shall serve as an officer who has not been a member of the LLA for at least two years or at the Board of Directors' discretion.

Section 4 Eligibility of the President and Vice President

No member shall serve as President or Vice President who has not served on the Board of Directors for two years.

Section 5 Officers' Terms

No officer shall be eligible to serve for more than two consecutive terms in the same office. An officer may hold more than one office concurrently with the Board of Directors' approval.

Section 6 Vacancy in Office

President:

- a) In the case of a vacancy in the office of President, the Vice President shall have the option of serving as President for the remainder of the term.
- b) An interim President may be appointed by the Board of Directors to fulfill said duties until the Vice President is ready to assume the office of President.
- c) The interim President may serve until the expiration of the term.

Vice President:

In the case of a vacancy in the office of the Vice President, the interim position shall be filled from among the current Board of Directors.

Other Officers:

A vacancy in any other office shall be filled by the Board of Directors.

Section 7 Executive Committee

The above elected officers shall comprise the Executive Committee and perform the duties of the Board of Directors in emergencies; and may make recommendations to the Board of Directors. (see Article IV, Section 2)

The Executive Committee may meet between Board meetings to discuss LLA business to be presented to the Board.

Section 8 Quorum

A majority of Executive Committee members constitutes a quorum.

ARTICLE V Duties of Officers

Section 1 President

The President shall:

- a) preside at all meetings of the Association, the Board of Directors, and the Executive Committee;
- b) appoint:
 1. all standing committee chairs;
 2. all special committees;
 3. the Parliamentarian;
 4. the third member of the Community Outreach Evaluation (CORE); and
 5. corresponding secretary
- c) be an ex-officio member of all committees, except the Nominating Committee,
- d) be the representative of the LLA on all occasions, appointing alternates when necessary;
- e) fill Nominating Committee vacancies with the approval of the Board of Directors;
- f) deliver an address at the Annual Meeting;
- g) upon retirement as President, become Chair of the Filing Committee and serve on the Board of Directors for as long as she is the immediate Past President;
- h) prepare an Annual Report;
- i) compile the Annual Reports of the Chairs and have them printed and distributed; and
- j) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 2 Vice President

The Vice President shall:

- a) preside in the absence of the President and perform the duties of the President should a vacancy occur;
- b) attend meetings of the LLA, the Executive Committee and the Board of Directors;
- c) serve as an advisor to Special Interest Groups;
- d) be an ex-officio member of all committees, except the Nominating Committee;
- e) be Program Chair and coordinate the yearly calendar of programs;
- f) prepare an Annual Report; and
- g) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 3 Secretary

The Secretary shall:

- a) record the minutes of the Board of Directors, Executive Committee, Budget-Finance Committee and Association meetings at which business is transacted;
- b) have custody of all records and papers of the Association and only upon the request of the Board of Directors, make the minutes and records available to members;
- c) prepare and distribute meeting agendas for the Board of Directors;
- d) prepare an Annual Report; and
- e) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 4 Treasurer

The Treasurer shall:

- a) submit a written monthly and year-to-date financial report of LLA funds to the Board of Directors;
- b) pay all bills approved in the budget;
- c) serve as chair of the Budget-Finance Committee;
- d) serve as custodian of the Memorial Funds;
- e) submit the records for audit at the end of the calendar year;
- f) be the Resident Agent;
- g) prepare an Annual Report; and
- h) such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 5 Annual Reports and Documents

It shall be the duty of each officer and committee chair to submit an Annual Report.

Each officer and committee chair shall turn over her current records to her successor.

ARTICLE VI
Nominating Committee and Elections

Section 1 The Nominating Committee

The Nominating Committee chair shall be appointed by the President (See Article V, Section 1)

The Nominating Committee of three members shall:

- a) nominate candidates for open offices, and two members of the Nominating Committee, for two-year terms;
- b) advise the membership in writing of the proposed slate one month prior to the election and again orally prior to the election and;
- c) obtain a consent form from each candidate.

Members of the nominating committee shall have been an LLA member for at least two years.

No member may serve more than two consecutive years.

Section 2 Elections

Elections shall be by ballot except when there is only one candidate for office, in which case the election shall be by voice vote.

Section 3 Votes

A majority of votes cast shall constitute election to office.

Section 4 Ballots

Ballots, when required, shall be provided by the Nominating Committee.

Three tellers shall be appointed by the President, and election results shall be reported before the close of the meeting. Ballots shall be returned to the Secretary to be kept for six months time unless otherwise ordered.

Section 5 Assumption of Office

All newly elected candidates shall assume office at the start of the calendar year.

ARTICLE VII
Meetings

Section 1 General Meetings

General meetings of the LLA shall be held at the Ladies' Library Building, unless otherwise ordered by the Executive Committee.

Business may be conducted when necessary.

Section 2 Annual Meeting

The Annual Meeting shall be held at a time and place determined by the Board of Directors. Minutes of the Annual Meeting shall be approved at the next Board of Directors' meeting.

Section 3 Special Meetings

Special meetings of LLA may be called when deemed necessary, by the Executive Committee or the Board of Directors, the purpose being stated in the call.

Section 4 Electronic Meetings

The Board of Directors, standing committees and special committees are authorized to meet by telephone conference or through other electronic communications media, as long as all the members may participate.

Section 5 Quorum

Members present constitute a quorum at any general meeting of the membership.

ARTICLE VIII Board of Directors

Section 1 The Board of Directors

The Board of Directors (herein referred to as the Board) shall:

- a) serve a term of two years;
- b) consist of the elected officers, the immediate Past President, Building and Grounds Chair, Ways and Means chair, Nominating Committee Chair, and Membership Chair;
- c) conduct the business of the LLA;
- d) meet monthly unless otherwise ordered by the Executive Committee, the President or the Secretary; and
- e) fill vacancies occurring among the officers and chairs.

The Executive Committee shall consist of the elected officers. (See Article IV Section 7)

Section 2 Special Meetings

Special meetings of the Board may be called by the President, Secretary or Executive Committee.

The object of the meeting shall be stated in the call, and no other business may be transacted at that time.

Section 3 Quorum

A majority of directors shall constitute a quorum at any Board meeting.

Section 4 Additional Chairs

Additional chairs may be named to the Board as the need arises without bylaw amendment. At no time shall the appointees outnumber the elected officers.

ARTICLE IX Committees

Section 1 Nominating Committee (see Article VI)

Section 2 Audit Committee

The External Auditor or Audit Committee shall be appointed by the President and approved by the Board and shall audit the books of the Treasurer at the close of the financial year. A written report shall be submitted to the President to be approved by the Board.

Section 3 Budget -Finance Committee

The Budget-Finance Committee shall prepare the annual budget for presentation to the Board for adoption.

The Budget-Finance Committee shall be composed of the Secretary, Treasurer, Ways and Means Chair, Building and Grounds Chair and the immediate Past President.

Section 4 Filing Committee

The Filing Committee shall be composed of the immediate Past President and her designee(s) and assemble annually all papers and records of the LLA deemed worthy of preservation and not needed for incoming officers and chairs.

Section 5 Community Outreach Evaluation Sub-committee (hereinafter referred to as CORE)

The CORE shall be a committee of three members, each serving staggered three-year terms.

The LLA President appoints one member each year, to serve as chair in her third year.

Section 6 LLA Standing Committees

Building and Grounds Committee

The Building and Grounds Committee is responsible for:

- a) the preservation, safety and functionality of the building;
- b) presenting requested bids on proposed projects to the Board for approval and following Board recommendations; and
- c) maintaining the following insurance coverage:
 1. comprehensive building and contents
 2. general liability

3. directors' and officers' liability
4. Workers Compensation
5. Umbrella Liability

In an emergency, the Building and Grounds Committee Chair must seek the direction of the Executive Committee.

In the absence of the Building and Grounds Committee Chair, the Assistant Building and Grounds Committee Chair shall assume the duties of chair.

Ways and Means Committee

The Ways and Means committee raises funds to support the operations of the LLA.

Membership

The Membership Chair shall:

- a) be appointed by the President and approved by the Board;
- b) oversee membership applications, orientation, and serve as primary contact to all members;
- c) ensure the collection of annual dues;
- d) attend board meetings; and
- e) prepare an annual report.

Special Interest Groups

The Special Interest Group chairs shall report to the Vice President/Program Chair and are charged with the creation and implementation of programs for the LLA membership.

Section 8 Additional Standing and Special Committees

Additional Standing and Special Committees may be appointed by the Board as deemed necessary, until they have fulfilled their assigned duties.

Section 9 Term Limits

Unless otherwise indicated, term of office of a chair shall be for two years, with the option of an additional two years; however, term of service may be extended with Board approval.

ARTICLE X Indemnification

This section is reserved for future use.

ARTICLE XI Financial Year

The financial year of the LLA shall be from January 1 to December 31.

ARTICLE XII
Removal and Resignation

Section 1 Removal

Any Officer, Chair or Director may be removed from office for just cause by the Board, with the affirmative ballot vote of two-thirds majority.

Section 2 Resignation

Any Officer, Chair or Director shall submit her resignation in writing to the Secretary, who presents it to the Board for approval. Duties of the position must not be abandoned until the resignation has been accepted and becomes effective.

ARTICLE XIII
Dissolution

In the event of dissolution of the LLA, its assets shall be distributed to such organizations as are approved by the Exempt Organizations Groups Department of the U.S. Internal Revenue Service.

ARTICLE XIV
Parliamentarian and Parliamentary Authority

The Parliamentarian shall:

- a) advise and assist the President, the other officers or any member in carrying out her responsibilities in accordance with the Bylaws and the Parliamentary authority;
- b) serve as Bylaws Chair;
- c) vote only when the voting is by ballot;
- d) interpret parliamentary authority; and
- e) maintain parliamentary procedure at all meetings.

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XV
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Association by a two-thirds vote of those present and voting, provided the amendment has been submitted in writing to the membership thirty (30) days prior to voting.

Reviewed and revised September 2015

Bylaws Committee:

Betty Lee Ongley, Parliamentarian/Chair
Lin Cote'

Kristyn Meulenberg
Marie Tucker