

# **Bylaws of Southwestern Association of Law Libraries**

as Amended April 8, 2016

## ARTICLE 1

### NAME AND PURPOSE

#### 1.1 Name

The name of the Corporation is the Southwestern Association of Law libraries (SWALL), a Chapter of the American Association of Law Libraries.

#### 1.2 Purpose

This Corporation is organized exclusively as a business league described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions hereinafter in effect. More specifically the Corporation is created to promote librarianship, to develop and increase the usefulness of law libraries, to cultivate the science of law librarianship, and to foster a spirit of cooperation among members of the profession, particularly those in the southwestern area of the United States. The Corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, director or individual.

## ARTICLE 2

### MEMBERSHIP

#### 2.1 Eligibility for Membership

Membership in the Southwestern Association of Law Libraries shall be open to all persons interested in law librarianship or in law libraries.

#### 2.2 Classification of Membership

There shall be five classes of membership.

- a) Individual members. Any person interested in law librarianship and currently, or within the last seven years, employed at least 30% of full time to perform professional work by either:
  - 1) A law library, a state library, an American Library Association accredited library school, or a general library having a separately maintained law section;

or

- 2) An individual or organization providing professional services to law libraries. Such membership cannot be transferred or assigned.

However, if the person is currently employed by a legal publisher or vendor, he/she cannot be an individual member even if employed within the last seven years under this section.

- b) Institutional members. Any law library, state library, American Library Association accredited library school, or institution having a separately maintained law library may become an institutional member upon payment of annual dues. The Board of Directors is empowered to determine whether the institution applying for membership qualifies. Such membership cannot be transferred or assigned.
- c) Associate member. Any person who does not qualify as an individual member or who is currently employed by a legal publisher or vendor is an associate member. Associate members are non-voting members.
- d) Life members. The members entitled to vote may, by a vote of 2/3 of the majority, elect to life membership those who have been members of the corporation for at least five years, but who have retired from active library work. Someone who is currently working for a legal publisher or vendor is not “retired.”
- e) Student members. Any person enrolled in an American Library Association accredited library school may become a student member by submitting a membership form. Membership in this category is limited to four consecutive years.

### 2.3 Rights and Privileges

- a) Voting. The right to vote shall be restricted to members in good standing who are individual members, institutionally designated members, or life members.
- b) Committees. All members have the right to serve on committees. The right to chair a committee shall be restricted to individual members and institutionally designated members.

- c) Board of Directors. The right to be a member of the Board of Directors shall be restricted to individual members and institutionally designated members who are members in good standing of the Southwestern Association of Law Libraries. The President must also be a member of the American Association of Law Libraries. If a member of the Board of Directors changes membership classification during the time the member is serving as an elected officer and the new membership classification is not eligible to hold office, the member is said to have automatically resigned from office and a vacancy in that office results.
- d) Designation and transference of membership. The right to designate and transfer membership shall be restricted to institutional members. An institutional member shall designate membership in compliance with procedures established by the Board of Directors. It shall be the responsibility of the institutional member to notify the Treasurer of any transfers of designated memberships.
- e) Changes in membership. A member's classification of membership may change during the membership year. Such changes should be reported to the Treasurer. The membership committee shall have the authority to assign membership classification. Appeals from its decisions may be made to the Board of Directors.

#### 2.4 Anti-Discrimination

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

#### 2.5 Non-Liability of Members

The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

#### 2.6 Notice to Members

Whenever these Bylaws require notice be given members of the association, such notice shall be given by sending email to the member's email address of record, sending electronically transmitted facsimile copy (fax) to the member's fax number of record, or mailing printed or written notice to the member's postal address of record. Printed or written notice may be included in an association publication sent to all members.

ARTICLE 3  
DUES

3.1 Dues Year

Dues shall be payable on June 1. Dues paid during the association's fiscal year will be applied to that fiscal year's membership. A member failing to pay dues on September 1, after receiving notice, shall be delinquent and not in good standing and shall be suspended for that year. Suspended members may be reinstated at any time upon payment of the current year's dues.

3.2 Classification of Dues

There are three classes of dues.

- a) Individual members. The annual dues for individual members shall be \$15.00.
- b) Institutional members. The annual dues for institutional members shall be calculated at \$15.00 per institutionally designated member up to a maximum of \$150.00.
- c) Associate members. The annual dues for associate members shall be \$15.00

3.3 Waiver of Dues

Life members and student members shall not be assessed annual dues.

ARTICLE 4  
MEETING OF MEMBERS

4.1 Annual Business Meeting

The annual business meeting of the members shall be held at such date and at such time as shall be designated from time to time by the Board of Directors. At that time the members shall transact such business as may properly be brought before the meeting.

4.2 Regular Meetings

In addition to the annual business meeting, there may be other regular business meetings held at such date and at such time as shall be designated by the Board of Directors.

4.3 Special Meetings

Special meetings of the members for any purpose or purposes shall be called by the President at

the request of the Board of Directors or at the request in writing of at least 25 percent of the members entitled to vote. A request for the special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

#### 4.4 Supervising Members' Meetings

The president, and in his/her absence the Vice President/President-Elect, shall call members' meeting to order, and shall act as chair of such meetings, and the Secretary of the Corporation shall act as Secretary of all such meetings, but in the absence of the Secretary, the chair may appoint any person present to act as Secretary of the meeting.

#### 4.5 Quorum

- a) Percentage Required. Twenty-five (25%) of the voting members shall constitute a quorum for the transaction of business at any meeting of members. However, if any regular or annual meeting is actually attended in person by less than one-third (1/3) of the voting members, the only matters that may be voted on are those of which notice of their general nature was given.
- b) Loss of Quorum. The members present at the duly called or held meeting may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### 4.6 Voting

If a quorum is present at any meeting, the vote of the majority of members shall decide any question brought before such a meeting, unless the question is one of which a different vote is required by law or by the articles of incorporation or elsewhere in these bylaws. Members entitled to vote shall have one vote on each matter submitted to a vote at a members' meeting.

#### 4.7 Voting on Issues Submitted to the Membership

A Board may submit matters for decision to the membership. The Board must give notice of the matter and may use any means to conduct the vote of the membership at the meeting.

## ARTICLE 5 BOARD OF DIRECTORS

### 5.1 Number and Term of Office

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (Board) which shall consist of five members. Until changed by amendment to the bylaws the directors shall consist of a President, Vice President/President-Elect, Secretary, Treasurer and the most recent available Past President.

The term of office for Secretary and for Treasurer shall be one year. Terms of office commence at the adjournment of the annual business meeting and continue until successors have been elected and assume those duties. The term and status of the Vice President/President-Elect shall be: in the first year, Vice President/President-Elect; in the second year, President; and in the third year, Past President. Thus, a person elected to the position of Vice President/President-Elect serves on the board three years.

### 5.2 Vacancies

A vacancy shall be declared in any seat on the Board upon the death, resignation, or incapacitating or disabling injury of an officer which renders the officer incapable of participating in the management and affairs of the corporation for the remaining term of office.

Replacements for the offices of President, Vice President/President-Elect, Secretary or Treasurer shall be elected by a majority of the remaining members of the Board to serve until a new member is elected by the general membership in a regular election if one is to be held within three months. If a regular election is not scheduled to be held within three months, the vacancy will be filled by holding a special election as set out in Article 5.4.

A replacement for the office of Past President shall be chosen by the remaining members of the Board from among the past presidents of the corporation. The replacement shall be the past president with the most recent experience as a member of the Board, to the extent possible. The replacement shall serve until a new President takes office.

### 5.3 General Elections

- a) General elections shall be held annually.
- b) The President shall appoint a Nominations Committee consisting of members in good

standing. No member of the Nominations Committee shall be an officer of the Southwestern Association of Law Libraries or a candidate for office. The Nominations Committee shall present a list of candidates to the President at least 60 days in advance of the annual meeting. The President shall provide notice of the candidates to all members no later than 45 days in advance of the annual meeting. Additional nominations may be made by any member entitled to vote and in good standing by submission in writing to the President no later than 31 days in advance of the annual meeting. Voting begins 30 days in advance of the annual meeting, and concludes no later than 15 days in advance of the annual meeting. In the event of a tie, the successful candidate shall be determined by lot conducted by the Nominations Committee.

- c) No member may hold more than one position on the Board of Directors at a time. No member may be elected to the same position on the Board of Directors for more than three consecutive terms.
- d) The Directors so elected shall assume their positions on the Board of Directors at the adjournment of the annual business meeting and shall hold such office until their successors are elected and qualify.

#### 5.4 Special Elections

The Board may decide the means of conducting special elections. The Board must give notice of a special election.

#### 5.5 Meetings of the Board

Meetings of the Board shall be held whenever called by the President of the corporation.

#### 5.6 Supervising Board Meetings

The President, and in his/her absence the Vice President/President-Elect, shall call meetings of the Board to order, and shall act as chair of such meetings. The Secretary of the corporation shall act as Secretary of all such meetings, but in the absence of the Secretary the chair may appoint any person present to act as Secretary of the meeting.

#### 5.7 Quorum for Meetings

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws.

## 5.8 Voting

Resolutions of the Board shall be adopted by the vote of a majority of its members present at a meeting.

## 5.9 Voting by Mail and Other Means

The Board may conduct business by correspondence. A vote taken by mail, telephone, or other electronic means shall become the act of the Board upon the approval of a majority of the members of the Board.

## 5.10

The Board shall have general supervision of the affairs of the Southwestern Association of Law Libraries. It shall have immediate charge, management, and control of the activities and business affairs of the corporation, shall determine the location of annual meetings, and shall have full power in the intervals between meetings of members to do any and all things in relation to the affairs of the corporation. Such powers include, but are not limited to, the ability to incur indebtedness, solicit funding, make public statements, issue public writings, and establish and maintain relations with other organizations.

# ARTICLE 6 GENERAL OFFICERS

## 6.1 Enumeration of Officers

The officers of this corporation shall be the President, Vice President/President-Elect, Secretary and Treasurer.

## 6.2 Duties

The principle duties of the several officers are as follows:

- a) President. The President shall preside at all meetings of the members and Board. He/she shall be the chief executive officer of the corporation, and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the corporation. He/she shall see that all orders and resolutions of the Board are carried into effect. He/she shall sign and execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him/her from time to time by the Board.

- b) Vice President/President-Elect. The Vice President/President-Elect shall discharge the duties of the President in the event of his/her absence or temporarily disability for any cause whatever. He/she shall have charge of the continuing education programs and shall be the chair of the Program Committee for a term to coincide with his/her term as Vice President/President-Elect. He/she shall perform such additional duties as may be prescribed from time to time by the Board. At the expiration of the President's term of office, the Vice President/President-Elect shall succeed to the office of the President for one one-year term.
  
- c) Secretary. The Secretary shall have charge of the records and correspondence of the corporation under the direction of the President, and shall be the custodian of the seal of the corporation. He/she shall discharge such other duties as shall be assigned to him/her by the President or the Board. In case of the absence or temporary disability of the Secretary, the Board may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or temporary disability.
  
- d) Treasurer. The Treasurer shall keep account of all moneys, credits, and property of the corporation which shall come into his/her hands and keep an accurate account all moneys received and discharged. Except as otherwise ordered by the Board, he/she shall have custody of all the funds and securities of the corporation and shall deposit the same in such banks or depositories as the Board shall designate. He/she shall keep proper books of accounts and other records showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board. He/she shall also submit a report of the accounts and financial condition of the corporation at each annual business meeting. The Treasurer shall, under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the corporation, which checks, however, may also be required by the Board to be signed by the President or Vice President, or in case of their absence or temporary disability, by such member of the Board as the Board shall designate. He/she shall serve as the chair of the Finance Committee. In general, the Treasurer shall perform all duties which are incident to the office of Treasurer, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or temporary disability of the Treasurer, the Board may appoint an Assistant Treasurer to perform the duties of the Treasurer

during such absence or temporary disability.

### 6.3 Reimbursement of Expenses

Officers and directors shall serve without compensation, but shall be reimbursed for expenditures incurred in the discharge of their duties.

## ARTICLE 7

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

#### 7.1 Indemnification

The corporation shall indemnify directors, officers, employees, and agents of the corporation to the fullest extent required by Article 1396-2:22A of the Texas Non-Profit Corporation Act and may indemnify such persons to the fullest extent permitted by Article 1396-2:22A of the Texas Non-Profit Corporation Act, subject in each case to restrictions, if any, in the corporation's Articles of Incorporation. The corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 1396-2:22A of the Texas Non-Profit Corporation Act.

## ARTICLE 8

### COMMITTEES

#### 8.1 Creation

In order to better serve the membership, the Southwestern Association of Law Libraries shall have such committees as the Board may create or may be created by a majority vote of those present and voting at any members' meeting of the corporation.

#### 8.2 Standing Committees

The Corporation shall have the following standing committees: Constitution and Bylaws; Finance; Grants; Life Membership and Memorials; Local Arrangements; Membership; Nominations; Private Law Libraries; Program; Public Relations; Publications; and Recruitment. The members of all standing committees shall be appointed by the Vice President/President- Elect for a term to coincide with his/her term as President, except as otherwise provided in these bylaws.

#### 8.3 Special Committees

Special committees shall be appointed by the Board for a stated period to accomplish a specific purpose. At the end of that period, the continuation of each special committee shall be decided upon by the Board.

#### 8.4 Ex-Officio Members

The President shall be an ex-officio member of all committees except the Nominations Committee. The Secretary shall be an ex-officio member of the Publications Committee. The Treasurer shall be an ex-officio member of the Membership Committee.

#### 8.5 Restriction

No committee shall incur expenses on behalf of the corporation except as authorized by the Board, nor shall any committee commit the corporation by any declaration of policy.

### ARTICLE 9 AMENDMENTS

9.1 These bylaws may be amended by the affirmative vote of two-thirds of the membership of the corporation, provided that such amendment(s) have been submitted in writing to the Board. The Board shall provide notice of the proposed amendment(s) to all members in good standing at least 30 days prior to the close of balloting. Amendments to these bylaws shall be submitted to the American Association of Law Libraries Committee on Constitution and Bylaws by the President.

### ARTICLE 10 MISCELLANEOUS

#### 10.1 Fiscal Year

The fiscal year of the Southwestern Association of Law Libraries shall be June 1 – May 31.

#### 10.2 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern meetings of the Southwestern Association of Law Libraries, so long as they are consistent with the bylaws and any other rules that the Southwestern Association of Law Libraries may adopt.