

# **BYLAWS**

**of the**

## **Northern California and Nevada Medical Library Group**

### **Article I. Name and Boundaries**

#### **Section 1. Name**

- A. The name of this organization shall be the Northern California and Nevada Medical Library Group, a Chapter of the Medical Library Association, Inc. (MLA).
- B. The name may be abbreviated to NCNMLG.

#### **Section 2. Boundaries**

The boundaries of this Chapter shall be positioned by a line drawn along the northern border of the following California counties: San Luis Obispo, Fresno, Madera, and Inyo. The Chapter will include all counties north of this line to the Oregon border, and will also include the entire state of Nevada.

### **Article II. Purpose**

- A. The purpose of this Chapter shall be to provide for its members educational opportunities for professional growth; anticipate and respond to changes in the health care field, related disciplines and the information environment; promote the advancement of the status and economic interest of librarians and other health care information providers; provide a forum for peer interaction and networking; foster communications; work with the Medical Library Association in developing goals and standards of mutual benefit and interest; and serve as a conduit for information concerning issues facing the health care field.
- B. This Chapter, employer identification no. 946123372, shall be organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- C. Notwithstanding any other provisions of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article III. Membership**

### **Section 1. Members**

A. Both members and nonmembers of the Medical Library Association may belong to this Chapter by complying with the provisions of the Bylaws.

B. Regular membership: This is open to individuals interested in or actively engaged in library or other information service in the health care field and its related disciplines. Dues as determined by the Chapter shall be paid by regular members.

C. Honorary membership: This is awarded for life to noteworthy individuals. Previous membership in the Chapter is not required. Names of candidates known for their contributions to library or other information service or to the Chapter shall be submitted to the Executive Board for consideration and tentative approval; the President shall then present the names of those approved to the general membership at the annual business meeting for final consideration and approval. Honorary members do not pay dues.

D. Emeritus/Emerita membership: This is granted for life to those persons who have retired from library service, have had ten years or more of consecutive membership in the Chapter, who are members at the time of their retirement from library service or related activity, and who have applied for such membership. Emeritus/Emerita members do not pay dues.

### **Section 2. Rights and Privileges**

A. Voting members of this Chapter shall consist of all members, except that only Voting Members of the Medical Library Association shall be qualified to move or to vote on recommendations to the MLA Chapter Council regarding MLA policies or actions, to vote on the selection of a candidate for the MLA Nominating Committee, or to vote on the selection of the Chapter's Representative and Alternate Representative to the MLA Chapter Council.

B. Elected officers of this Chapter shall be Voting Members of the Medical Library Association.

C. In any voting situation, each Voting Member shall have one vote only.

### **Section 3. Dues**

A. Dues shall be determined by the Executive Board subject to the approval of the Chapter membership by a majority vote of those present and eligible to vote at any business meeting of the Chapter. A resolution to change dues shall be included in the notice of the meeting in which it will be presented for approval. Chapter dues shall not exceed MLA membership dues for Regular Members.

B. Chapter dues shall be payable on joining the Chapter and thereafter, on receipt of an invoice or notice from the Chapter, at the beginning of the new fiscal year. Dues paid by new members during the last three months of the fiscal year apply to membership both in that fiscal year and the next.

C. Dues shall be assessed on an annual basis for the period of one fiscal year.

D. The fiscal year of this Chapter shall be June 1 through May 31.

E. If dues are unpaid by October 1, the dues shall be considered in arrears and without further notice the member may be suspended from all rights and privileges.

### **Article IV. Officers**

#### **Section 1. Officers and Terms of Office**

A. Elected officers of the Chapter shall be a President, a Vice-President/President-Elect, a Past President, a Secretary, a Treasurer, a Chair of the NCNMLG Bylaws/Nominating/Election Committee; a Member of the NCNMLG; the Candidate to the MLA Nominating Committee, and a Representative and an Alternate Representative to the MLA Chapter Council.

B. Appointed officers shall be an Archivist, a Parliamentarian, the Chairs of the Standing and Ad Hoc Committees, and the representatives to PSRML Advisory Committee and to other organizations. The President shall appoint the holders of these offices.

C. The term of office of the President shall be successively one year as Vice-President/President-Elect, one year as President and one year as Past President.

D. The terms of office of the following shall be one year: Secretary, Chair of the Bylaws/Nominating/Election Committee, Member of the Bylaws/Nominating/Election Committee, and candidate to the MLA Nominating Committee. The term of office for the Treasurer shall be two years.

E. The term of office of the Representative and Alternate Representative to the Chapter Council shall be three years, except that if their terms be made shorter by action of the Council or the Bylaws of the Medical Library Association, the terms shall coincide with that action.

F. Elected officers shall take office at the beginning of the fiscal year following their election. The elected officers serve, unless they resign, die, become incapacitated, or are removed, until the end of that fiscal year or until their successors are elected and assume their duties.

G. The terms of office of the Representatives to the PSRML Advisory Committee shall be three years and shall commence at the first Advisory Committee meeting following appointment. The Representatives shall be appointed by the President in successive years so that their terms of office shall be staggered.

H. The terms of office of the other appointed officers shall be one year.

I. Any officer may occupy the same office recurrently and consecutively.

J. No one shall serve on the MLA Nominating Committee as a voting member more than one term during a period of five years.

## **Section 2. Duties**

A. The duties of the President shall be to call and preside over meetings of the membership and of the Executive Board, to make appointments as required, to represent the Chapter at all times and on all occasions not in conflict with any other officer's defined duties and responsibilities, to communicate effectively with the membership, to submit an annual report to MLA Headquarters by the date requested, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

B. The duties of the Vice President/President-Elect shall be to serve as President whenever the President is not able to do so, to plan and conduct programs for the membership and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

C. The duties of the Past President shall be to maintain the Chapter's Policy and Procedure Manual and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

D. The duties of the Secretary shall be to prepare and distribute minutes of all meetings prior to the next meeting, to be responsible for incoming and outgoing correspondence and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

E. The duties of the Treasurer shall be to prepare the annual budget, to receive all monies due to the organization, to disburse payments to creditors including reimbursements to officers for expenses committed in the service of their offices, to account for income and expenditures, to make financial reports at meetings, to prepare tax forms as required, to arrange for an annual audit of the accounts, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

F. The duties of the Representative to the Chapter Council shall be to represent the Chapter on the MLA Chapter Council by attending the meetings of the Council, to transmit to the Council recommendations that have been approved by the Chapter, and to communicate Council business to the officers and membership of the Chapter.

G. The duties of the Alternate Representative to the Chapter Council shall be to attend the meetings of the Chapter Council, to serve as Representative whenever the Representative is unable to do so and to assume the office of Representative and serve out the unexpired term should the Representative become unable to complete the term of office.

H. The duties of the elected Chair and Member of the NCNMLG Bylaws/Nominating/Election Committee shall be to prepare a slate of candidates for all Chapter elections, to distribute the means for voting and tabulate the results, to report the results of elections to the President, and to perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Chapter.

I. The duties of the Candidate to the MLA Nominating Committee shall be, if selected by the Chapter Council and if elected by the MLA general membership, to participate in the selection of nominees for office in MLA.

J. The duties of the Archivist shall be to maintain a file of Chapter records and to collect from officers and committee chairs annual reports, minutes, programs, correspondence and other items of lasting interest.

K. The duties of the Parliamentarian shall be to aid and advise officers, committees, and members about parliamentary procedures. The Parliamentarian shall be an ex officio member of the Bylaws/Nominating/Election Committee.

### **Section 3. Elections**

A. The Bylaws/Nominating/Election Committee shall prepare annually a slate of at least one nominee for Vice-President/President-Elect and for each elected officer

whose term expires.

B. The Bylaws/Nominating/Election Committee shall present the Chapter with its slate of nominees at the business meeting preceding the annual election. Additional nominations may be made from the floor at this time.

C. All elections shall be by ballot with provisions for write-in candidates.

D. The Bylaws/Nominating/Election Committee shall distribute ballots to the voting membership at least thirty days prior to the deadline established by the Committee for tallying the vote. This deadline shall be two weeks prior to the last Chapter business meeting of the fiscal year and shall be no later than April 1 or the required date for submittal of results to MLA headquarters.

E. For all elected positions except the two on the Bylaws/Nominating/Election Committee and the MLA Chapter Council Alternate Representative, candidates receiving a majority of valid votes cast shall be declared elected. The candidate for MLA Chapter Council Representative receiving the second largest number of votes cast is elected the MLA Chapter Council Alternate Representative. The two candidates for the Bylaws/Nominating/Election Committee receiving the largest number of votes cast are elected. Of these two, the candidate receiving the larger number of votes shall be the Chair and the other candidate shall be the elected member. If a tie occurs, the Bylaws/Nominating/Election Committee shall make a selection by lot from among the tied candidates.

F. The Bylaws/Nominating/Election Committee shall present a written report of the election results to the President. The Chair of the Bylaws/Nominating/Election Committee shall report the names of the candidates elected, but not the tallies, to the membership at the last business meeting of the year. Candidates shall be notified of the election results prior to the announcement. The election results shall be kept by the Chair of the Bylaws/Nominating/Election Committee for a period of six months following the announcement of the winners. During this time the election results may be inspected by any member of the Chapter.

#### **Section 4. Vacancies**

A. A vacancy arising in the office of President shall be filled by the Vice-President/President-Elect, who shall cease to be Vice-President, shall serve out the unexpired term of the President, and shall continue as President for the full succeeding term to which he or she was elected.

B. A vacancy arising in the office of Representative to the Chapter Council shall be filled by the Alternate Representative, who shall cease to be Alternate Representative, and shall serve out the unexpired term of the Representative.

C. A vacancy arising in any other elected office shall be filled by Executive Board appointment of a new incumbent, who shall serve out the unexpired term of office. The person so designated shall be a Voting Member of the Medical Library Association.

### **Section 5. Candidate for the MLA Nominating Committee Membership**

A. The name of one Voting Member of the Medical Library Association, elected by the membership during the annual election, shall be submitted each year to the Chapter Council as a potential candidate for membership on the MLA Nominating Committee; this submission shall be made to the Council before its final assembly at the MLA Annual Meeting. The potential candidate shall prepare a biographical statement and a signed statement of willingness-to-serve if elected as a member of the MLA Nominating Committee. This statement shall accompany the name submitted.

B. No person shall consent to being a potential candidate or a candidate for membership on the MLA Nominating Committee who is already such a potential candidate or candidate from some other unit of the Medical Library Association; no candidate for membership on the MLA Nominating Committee shall also be a candidate for an elective office of the Medical Library Association, or vice versa.

C. No one shall serve on the MLA Nominating Committee as a voting member for more than one term during a period of five years.

### **Article V. Meetings**

A. At least three business meetings shall be held in each fiscal year. Additional meetings may be held. All meetings shall be held at a time and place convenient for the members. Notice of all meetings shall be disseminated to the membership at least three weeks in advance of the meeting date.

B. The Chapter alternates the hosting of an annual joint meeting with the Medical Library Group of Southern California and Arizona. Periodically this meeting may be less frequent or involve additional chapters.

C. One-tenth of the membership in good standing shall constitute a quorum of the Chapter.

## **Article VI. Executive Board**

### **Section 1. Executive Board**

A. The Executive Board shall consist of the elected officers, the Archivist, the Parliamentarian, the Chairs of the Standing and Ad Hoc Committees, and elected or appointed representatives to other organizations.

B. The voting members of the Executive Board shall be the elected officers. A majority of the elected officers shall constitute a quorum of the Executive Board.

### **Section 2. Duties**

A. The Executive Board shall have general supervision of the affairs of the Chapter between its business meetings. The Executive Board shall fix the time and place of meetings, make recommendations to the membership, approve revisions to the Chapter's Policy and Procedure Manual, and perform such other duties as are specified in these Bylaws and by the parliamentary authority adopted by the Chapter.

B. The elected officers shall consult whenever necessary to transact business between scheduled meetings.

C. The Executive Board may use electronic and other appropriate information technologies to communicate between meetings, approve minutes of Executive Board meetings and vote on Executive Board business.

D. The Executive Board shall hold a Transitional Meeting at the beginning of the fiscal year to facilitate the transition from incumbent to new officers, committee chairs and other officials.

E. The President shall summarize for the Chapter membership the business transacted by the Executive Board.

## **Article VII. Committees**

### **Section 1. Standing Committees**

A. Standing committees of this Chapter shall consist of Outreach, Communications, Professional Development, Membership Services and Bylaws/Nominating/Election. The Joint Meeting Committee or Chairs are treated as an ad hoc committee with the chair/s appointed by the Executive Committee, and with the Vice-President/President-Elect as a member of the group. Other Standing Committees may be established by the Executive Board subject to approval by the membership through amendment of these Bylaws.

B. The Chairs of all Standing Committees except the Bylaws/Nominating/Election Committee shall be appointed by the incoming President to serve a one-year term. The membership of each Standing Committee except the Bylaws/Nominating/Election Committee shall be appointed by the Chair of that committee according to the specifications in the Chapter's Policy and Procedure Manual. The responsibilities of each committee are delineated in the Chapter's Policy and Procedure Manual.

C. Chairs of all Standing Committees of this Chapter shall be Voting Members of the Medical Library Association.

D. The Bylaws/Nominating/Election Committee shall consist of five members: the Chair and one other member are elected; and two members are appointed by the Executive Board. The committee shall also include the Parliamentarian, for a total of five members. Neither the President nor the Vice-President/President-Elect shall serve on or appoint members to the Bylaws/Nominating/Election Committee.

## **Section 2. Ad Hoc Committees**

The President may appoint ad hoc committees as needed subject to the approval of the Executive Board.

## **Section 3. Committee Requirements**

A. The President shall publish annually a list of all committees, their Chairs and their members.

B. In meetings of a committee a quorum shall consist of a majority of the members of the committee.

C. Annual reports of officers and committee chairs shall be submitted to the President at the Transitional Meeting.

## **Article VIII. Dissolution**

Upon the dissolution of this Chapter, after paying or adequately providing for the debts and obligations of the Chapter, any assets not so disposed shall be distributed by consensus of the Executive Board of the Chapter to a nonprofit fund, foundation, or corporation, that at the time qualifies under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). No funds shall benefit any individual member of the Chapter. If no consensus is met, remaining assets shall be distributed to the Medical Library Association, Inc. within six months as long as the Medical Library

Association, Inc. shall qualify as an organization described in Section 501 (c) (3) of the Internal Revenue Code. The Chapter charters shall be returned to MLA Headquarters

### **Article IX. Parliamentary Authority**

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

### **Article X. Amendment of Bylaws**

A. Any member may initiate an amendment to the bylaws during a business meeting. The member shall rise, announce that he or she is proposing an amendment to the bylaws, state the proposed amendment, and give a written copy to the Secretary.

B. At least thirty days prior to the next business meeting, a notice shall be distributed to the membership stating the proposed amendment(s) and how the section or article to which it pertains would be altered if amended.

C. A two-thirds vote of the members present at the next business meeting shall determine the disposition of the amendment(s).

D. The Executive Board may direct extensive revision of the Bylaws/Nominating/Election Committee. The proposed revisions, after approval by the MLA Bylaws Committee, shall be submitted to the Executive Board. If accepted by the Executive Board, the revisions shall then be distributed to the members at least 30 days prior to the next business meeting of the Chapter. At this meeting amendments germane to these revisions may be proposed. Members unable to attend this meeting may propose amendments in writing to the Bylaws/Nominating/Election Committee Chair before the meeting. A ballot containing the proposed revisions and any amendments shall be distributed to each voting member. A two-thirds vote of the ballots returned shall determine the disposition of the revisions and their amendments.

### **Acceptance**

These bylaws were approved by the members at the annual business meeting May 17, 1977, and amended on September 22, 1978, on May 14, 1980, on December 2, 1980, on May 21, 1981, on November 7, 1983, on December 17, 1985, on April 12, 1986, on November 18, 1987, on February 8, 1996, on December 4, 1998, on April 9, 1999, on November 16, 2001 and on April 7, 2006. An extensive revision of the bylaws reflecting the reconfiguration of the standing committees and the extension of the term of office of treasurer was presented to the members at the business meeting on February 24, 2011, and approved by a majority of those voting by online survey in July 2011.