

# **NHLA Constitution & Bylaws**

## **Constitution**

### **ARTICLE 1 – Name**

This organization shall be known as the New Hampshire Library Association (“NHLA”).

### **ARTICLE 2 – Mission and Values**

#### **Mission:**

NHLA is a professional association that advances the interests of its membership through advocacy, legislative action, professional development, networking, and resources. NHLA creates opportunities for communication, collaboration, and leadership among library workers in New Hampshire.

#### **Values:**

The New Hampshire Library Association fosters a culture of collaboration, diversity, equity, and inclusion in its work and among its membership. Sustainability is at the heart of what we do.

### **ARTICLE 3 – Governance and Finance**

1. No part of the net earnings of NHLA shall benefit or be distributed to any member or other individual.
2. NHLA shall not participate in any political campaign in support of a candidate.
3. If NHLA is dissolved, any remaining assets shall be transferred to one or more groups organized exclusively for charitable and educational purposes which are tax exempt under IRC Section 501(c)(3).

### **ARTICLE 4 – Members**

1. Any person interested in the objectives of NHLA may become a member on payment of dues.
2. Sections may be formed by members and supported as provided in the Bylaws.

### **ARTICLE 5 – Officers**

1. The officers of NHLA shall be:

- President;
- Vice President who is President Elect;
- Secretary;
- Treasurer;
- Treasurer-Elect;
- American Library Association (“ALA”) Councilor;
- New England Library Association (“NELA”) Representative;
- and the immediate Past President

2. All officers shall be elected by ballot and shall serve until their successors are elected and take office. All officers are elected annually except:

- Vice President/President/Past President – A Vice President is elected annually, but this office transitions from Vice President, to President, to Past President over a 3-year period; with the elected individual holding each position for 1 year
- Treasurer – 3 year term (elected on alternate years; year 1 serves as Treasurer-Elect, years 2 and 3 serves as Treasurer)
- ALA Councilor – 3 year term
- NELA Representative – 3 year term

New officers shall assume their duties in January following the fall election. All newly elected officers shall attend the officers meeting in November and the board meeting in December prior to assuming their offices.

3. A majority of all votes cast shall be necessary to constitute an election.

4. Midterm vacancies in office shall be filled until the next election by a majority vote of the remaining members of the Executive Board. Specifically in the case of a midterm vacancy for Vice President, the Executive Board may fill the position by a majority vote for the remainder of the Vice President's term, but the new appointee or another candidate must be voted upon by NHLA membership during the next regular election to fill the second year as President, and third year as Past President.

#### **ARTICLE 6 – Executive Board**

1. The Executive Board shall consist of the following:

- Voting Members
  - Officers,
  - Standing Committee Chairs,
  - Section representatives (one from each section)
- Non-voting Members
  - Website Coordinator,
  - State Librarian,
  - NHLA Archivist,
  - Ad Hoc Committee Chairs,
  - Liaisons
  - The Website Coordinator, State Librarian, NHLA Archivist, Ad Hoc Committee Chairs, and Liaisons shall serve as ex-officio, non-voting members of the Executive Board.

2. Membership in NHLA shall be a prerequisite for being on the Executive Board.

3. There shall be regular meetings of the Executive Board, to be established by the Board and held at such time and place as the Board shall designate.

#### **ARTICLE 7 – Meetings**

1. NHLA's annual meeting shall be held at such time and place as the Executive Board shall designate.

2. Special meetings of NHLA membership may be held upon call of the Executive Board or upon written petition of ten members of NHLA to the Executive Board. 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.

3. Notice of meetings shall be communicated to all NHLA members no less than 30 days prior to the date or dates thereof.

#### **ARTICLE 8 – Amendments to the Constitution**

Amendments to the NHLA Constitution may be proposed by the Executive Board or by a petition from members. A petition from members must be signed by at least 10 members and submitted to the secretary by a date at least 40 days prior to the special or annual meeting. Text of proposed amendments to the Constitution must be appended to the call for the special or annual meeting. Amendments shall be passed upon affirmative vote of two-thirds of members present at the scheduled special or annual meeting. The NHLA Constitution may not be amended at a regular meeting of the Executive Board, unless the requirements for a special meeting are met, and any NHLA member who wishes to attend said meeting is afforded the opportunity to do so.

*Revised December 2023*

## **Bylaws**

### **ARTICLE 1 – Year**

1. The year of the New Hampshire Library Association (“NHLA”) shall be a calendar year.
2. The fiscal year of NHLA shall be July 1 through June 30.

### **ARTICLE 2 – Membership**

1. Voting membership in NHLA shall be:
  - Individual
  - Life
  - Emeritus
  - Honorary

Each member shall have one vote.

1. Non-voting membership in NHLA shall be:
  - Corporate
2. Annual dues shall be assessed by the Executive Board. A change in dues may be proposed by the Executive Board. Written notice of the proposed change shall be appended to the notice of the annual meeting. A change in dues shall be adopted upon affirmative vote of two-thirds of members present at said meeting.
3. Life membership shall be open to any person on the single payment of a sum proposed by the Executive Board and adopted by the membership as stated in Article II Section C. Money from this source shall be made available to the F. Mabel Winchell Scholarship Fund. Such members shall be exempt from dues thereafter and shall have the right to vote.
4. Honorary membership may be awarded to any individual who has rendered marked service to the library profession and may be conferred by a majority vote of the members present and voting at any meeting of NHLA. Such honorary members shall be exempt from dues and shall have the right to vote.
5. Emeritus membership may be awarded to any individual who has been a member of NHLA for at least thirty (30) years and may be conferred by a majority vote of the Executive Board. Such emeritus members shall be exempt from dues and shall have the right to vote.
6. Dues are payable to NHLA and sent to the Membership Chairman at the beginning of the fiscal calendar year. Members whose dues are unpaid by March 31, of the current year, shall be dropped from membership.

### **ARTICLE 3 – Executive Board**

1. There shall be an Executive Board that shall have the power and authority to manage NHLA’s property and to regulate and govern its affairs. The Executive Board shall determine policies and changes therein within the limits of the NHLA Bylaws, shall take such actions as it considers necessary to carry out NHLA’s objectives, and shall perform such other functions as membership may direct.

The Executive Board consists of voting and nonvoting members.

- Voting Members
  - Officers:
    - President
    - Vice President/President Elect
    - Secretary
    - Treasurer
    - Treasurer-Elect
    - ALA Councilor
    - NELA Representative

- Immediate Past President
  - Standing Committees:
    - Advocacy
    - Bylaws
    - Conference
    - Equity, Diversity, and Inclusion
    - Finance
    - Intellectual Freedom
    - Legislative
    - Membership
    - Nominating & Awards
    - Scholarship
    - Sustainability
    - Technical Services
  
    - Section Representatives:
      - Academics
      - Paralibrarians
      - CLNH (Children’s Library Services)
      - READS (Reference and Adult Services)
      - ULAC (Urban Library Administrators Consortium)
      - IT (Information Technology)
      - YALS (Young Adult Library Services)
      - NHSLMA (New Hampshire School Library Media Association)
  - Non-voting members:
    - Ad-Hoc Committee Chairs
    - Archivist
    - Database Administrator
    - Liaisons
      - Center for the Book Liaison
      - NHLTA Liaison
      - NH Colleges and University Council (NHCUC)
    - State Librarian or designee
    - Website Coordinator
    - Social Media Coordinator
1. Ten voting board members, attending in-person or virtually, shall constitute a quorum at any Executive Board meeting for the purpose of taking votes and making decisions.
  2. The Executive Board shall hold at least two meetings annually and additional Executive Board meetings may be called by the President or by any other officer upon the request of two members of the Executive Board. Executive Board meetings may be held in a physical location, virtually via an online platform, or a hybrid of in-person and online.
  3. The Executive Board shall be subordinate to NHLA and subject to action taken by that body.
  4. No one individual may serve more than two consecutive terms in an elected or appointed position.
  5. Unless stated otherwise, a term is two years.
  6. The President may override term limits of elected or appointed positions if they cannot be filled.
  7. The President may call for a question, discussion and vote through electronic means. Any electronic discussion and/or electronic vote shall be recorded by the Board secretary and be documented as Board minutes. Electronic voting shall require the minimum of 10 voting members.

**ARTICLE 4 – Duties of Officers**

**President, Vice President/President Elect, Secretary, Treasurer, Treasurer-Elect, ALA Councilor, NELA Representative, Immediate Past President**

1. The President shall be NHLA's chief executive officer and, subject to the Executive Board, shall have general supervision and control over its affairs; shall preside at all business meetings of NHLA and of the Executive Board; shall recommend to the Executive Board such measures as are considered desirable to further the objectives and broaden the effectiveness of NHLA; with the treasurer shall sign all contracts and other legal documents; shall sign all checks drawn upon Association funds as co signatory with the treasurer, unless determined otherwise by the Executive Board; with the Treasurer shall bring the annual budget forward to the Executive Board prior to the beginning of the new fiscal year; shall be a member ex-officio, without vote, of all committees except the Nominating & Awards Committee; and shall present a written annual report at NHLA's Annual meeting.
2. The Vice President/President-Elect shall assist the President in the performance of the duties of the presidency; in the event or absence or withdrawal of the President, shall assume all the duties and obligations of the presidency; shall plan a fall conference for the professional development and educational benefits of NHLA members; shall be authorized to sign contracts related to that conference in consultation with the President and Treasurer; and shall submit a written annual report at NHLA's Annual meeting.
3. The Secretary shall keep minutes for NHLA and the Executive Board, and shall conduct NHLA correspondence, shall notify members of their election to office and appointment to committees. At each annual meeting the secretary shall present a summary of action taken at the previous annual meeting and of the work of the Executive Board during the year.
4. The Treasurer shall have custody of NHLA funds; shall sign all checks drawn upon NHLA as co signatory with the President, unless determined otherwise by the Executive Board; and with the President shall sign all contracts and other legal documents; with the President shall present an annual budget to the Executive Board prior to the beginning of the new fiscal year; shall furnish such financial statements as may be required by the Executive Board and the President; shall submit NHLA accounts to be audited, reviewed or compiled by a person or firm designated by the Executive Board, and shall present the report of the audited, reviewed or compiled accounts at NHLA's Annual meeting. The Treasurer shall be bonded, premium on said bonds to be paid by NHLA.
5. The Treasurer-Elect shall be knowledgeable regarding all of the procedures followed by the Treasurer; shall assist the Treasurer as indicated by the person or firm designated to conduct an audit, review or compilation to ensure that internal control mechanisms are established and maintained in order to protect NHLA's funds; and shall assume all of the duties and obligations of the Treasurer in the absence or inability of the Treasurer to perform them. The Treasurer-Elect shall be bonded, premium on said bonds to be paid by NHLA.
6. The American Library Association ("ALA") Councilor shall represent NHLA in the deliberations of the national association at both the midwinter and annual meetings, and shall transmit pertinent information to the Executive Board upon return and to NHLA membership through an annual report.
7. The New England Library Association ("NELA") Representative shall represent NHLA in the deliberations of the regional association at their regular meetings and shall transmit pertinent information to the Executive Board at their monthly meetings and to NHLA membership through an annual report.
8. The Past-President serves as the chair of the Nominating & Awards Committee. Other duties are assigned by the President.

**ARTICLE 5 – Committees**

1. There shall be the following Standing Committees:
  - Advocacy
  - Bylaws
  - Conference
  - Continuing Education

- Equity, Inclusion, and Diversity
  - Finance
  - Intellectual Freedom
  - Legislative
  - Membership
  - Nominating & Awards
  - Scholarship
  - Sustainability
  - Technical Services
2. These committees and their chairs shall be appointed by the President and shall serve at the President's pleasure. Any committee chair who misses three consecutive Executive Board meetings may be replaced by the President. The Nominating & Awards Committee is chaired by the Immediate Past President with members appointed by the Executive Board. The Finance Committee will be composed of executive Officers. Ad Hoc committees shall be appointed by the President as deemed necessary and given a specific charge. The Ad Hoc committee will submit its report to the Executive Board in a timely manner and the committee will be dissolved upon completion of the charge.
  3. Each committee shall submit to the membership a written annual report of its activities which shall contain any recommendation considered necessary or advisable. Additional reports may be submitted at the option of a committee or as requested by the Executive Board or the President.
  4. Funds for committee expenses shall be authorized by the Executive Board.
  5. Committees must have a minimum of three active members including the chair. If the minimum size is not met, it is the chair's responsibility to recruit.

#### **ARTICLE 6 – Sections**

1. A Section is an organization formed by and consisting of current NHLA members who share common interests within the objectives of NHLA.
2. Provisional Section status, normally not to exceed one year in duration, may be granted by the Executive Board upon petition by at least 10 current NHLA members.

Permanent Section status shall be granted by an affirmative majority vote of NHLA members present and voting at the NHLA annual meeting, upon fulfillment of the following requirements.

1. a demonstrated Section membership consisting of at least 10 NHLA members;
2. acceptance of Section Bylaws by NHLA's Executive Board;
3. a report of Section activities provided to NHLA's Executive Board.

#### **Duties of the Sections**

1. Report the officers of the Section to the Executive Board each year.
2. Present a current copy of the Section Bylaws to the Executive Board each year.
3. Appoint one designee with voting rights to the Executive Board each year.
4. Appoint one person to be liaison to the NHLA Spring Conference Committee each year.
5. Report in writing, officers, membership, income and expenses, and activities at NHLA's Annual meeting.

Section funds may be derived from any source or activity permitted under applicable state and federal law. All funds received by the Section shall be used for purposes consistent with the Section's objectives. Should the dissolution of the Section become necessary, its assets shall revert to NHLA.

1. Each Section shall have the right to establish annual dues. A Section shall have the right by vote of its members to impose additional fees. Funds so collected shall be subject to the provisions of paragraphs (2), (3), and (4).

2. All dues paid for membership in the Section shall be credited to the Section.
3. All expenses of the Section shall be the responsibility of the Section. If the need arises, Section officers may request additional funds from the NHLA treasury. Funds may be made available to the Section at the discretion of the NHLA Executive Board.
4. All Section funds are to be in the custody of the NHLA Executive Board to be accounted for and disbursed by its designated officer on the authorization of Section officers.
5. All Sections must submit an annual budget to the NHLA Treasurer.
6. Any agreement or contract entered into by any Section must have advance approval of that section's Executive Board. If liability exceeds the Section's available funds, prior notification shall be made to NHLA's Executive Board for the purpose of obtaining the required advance approval.
7. Dissolution of Sections shall be of two (2) types:
  - a. Voluntary – a Section may dissolve itself as provided in its Bylaws.
  - b. Involuntary – a Section may be dissolved by NHLA's Executive Board for failure to maintain a Section membership of at least 10 NHLA members and/or failure to comply with NHLA's Bylaws or its Section Bylaws.

#### **ARTICLE 7 – Quorum**

A quorum for the transaction of business at NHLA's Annual Meeting, a Special Meeting to amend the NHLA Constitution or Bylaws, and for conducting online voting to amend the NHLA Bylaws shall consist of 10% of NHLA's membership on the date the vote is released. To clarify, for online voting to amend the NHLA Bylaws, 10% of NHLA membership must participate in the voting to establish a quorum.

#### **ARTICLE 8 – Parliamentary Authority**

NHLA shall be governed by Robert's Rules of Order, when it is not inconsistent with these Bylaws. Should an inconsistency exist, NHLA's Bylaws shall control.

#### **ARTICLE 9 – American Library Association (“ALA”) Affiliation**

1. As provided in the ALA Bylaws, NHLA is a Chapter of ALA. One Councilor, who must also be an ALA member, shall be elected by the members of NHLA for a term of three years.
2. The Councilor elected by NHLA's Chapter shall present credentials, signed by the NHLA President, to the ALA Council in advance of the first meeting after election.
3. The Councilor shall present a written annual report at NHLA's annual meeting.

#### **ARTICLE 10 – New England Library Association (“NELA”) Affiliation**

As provided in the NELA Bylaws, one representative from NHLA, who must also be a NELA member, shall be elected by the members of NHLA for a term of three years to attend all meetings of the NELA Executive Board with voting privileges.

#### **ARTICLE 11 – Financial Audits, Reviews, and Compilations**

1. A person or firm shall be designated by the Executive Board to conduct an annual compilation of NHLA's financial accounts. The compilation shall be conducted and the results provided to the Treasurer prior to NHLA's annual meeting.
2. Should the Executive Board deem it necessary or prudent, at any time, the Executive Board may elect to designate a person or firm to conduct a targeted fraud detection audit, or any other form of financial audit, review, or compilation. The results of any financial audit, review or compilation approved by the Executive Board shall be provided to the Treasurer, and shared with NHLA membership no later than the next scheduled annual meeting.

#### **ARTICLE 12 – Amendments to the Bylaws**

1. Amendments to the NHLA Bylaws may be proposed by the Executive Board, NHLA Bylaws Committee, or by a petition from members. A petition from members must be signed by at least 10 members and submitted to the secretary by a date at least 40 days prior to the special or annual meeting at which the bylaw amendment

is to be voted upon, or 40 days prior to conducting an online vote.

2. For ratification, a quorum of NHLA membership must vote on all Bylaws amendments. This vote may be conducted virtually online via email or another method, or in-person at a special or annual meeting. Text of proposed amendments to the Bylaws must be included in an email notifying NHLA members of an online vote, or appended to the call for the special or annual meeting.

3. If a quorum is reached, amendments shall be ratified upon affirmative vote of two-thirds (2/3) of NHLA members participating in online voting, or present at the scheduled special or annual meeting.

4. The NHLA Bylaws may not be amended at a regular meeting of the Executive Board, unless the requirements for a special meeting are met, and any NHLA member who wishes to attend said meeting is afforded the opportunity to do so.

*Revised December 2023*