Proposed final by-laws if everything passes, 6/2/11 SSR

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ARTICLE I – NAME
The name of this body is the Connecticut Library Association, Incorporated.

ARTICLE II – OBJECT
The Association is established for educational and scientific purposes. It shall be conducted as a nonprofit corporation:

a. To advance the interests of library personnel and librarianship;

b. To foster communication among those interested in libraries;

c. To work for the improvement of library services to the people of the State of Connecticut.

ARTICLE III – MEMBERSHIP

III-1. ELIGIBILITY. Any person, institution, firm or organization may become a member upon the payment of the dues provided for in the bylaws.

III-2. CLASSIFICATION OF MEMBERSHIPS. Memberships of the Association are:

a. Personal Members

1. Regular members - those who are employed in library service in Connecticut.
2. Trustee / Friend members - those who are supporters, trustees or former trustees or who are members of Friends of the Library groups and not employed in library service.
3. Retired members - those who are retired from library.
4. Honorary members - persons nominated by the Executive Board and elected for life by the Association.
5. Unemployed members - temporarily not employed at the time of joining or renewing.
6. Student members - persons enrolled in a library degree. Limited to 2 years.
7. Associate members - those who are employed in out-of-state libraries.
8. Family members - spouses living at the same address who are regular members and who choose to receive only one subscription to “Connecticut Libraries”.


III-3. DUES, RIGHTS & PRIVILEGES. Only personal members of the Association have the right to vote and hold office. The membership year for any member of the Association shall be twelve consecutive months effective upon receipt of dues payment. The schedule of dues shall be amended in the same manner as the bylaws.

III-4. UNPAID DUES. Members whose dues are unpaid upon the expiration date of their membership year and who shall continue such delinquency for two months after notice of the same has been sent, shall be dropped from membership. Lapsed members shall be reinstated upon payment of dues for the current membership year.

III-5. SPECIAL PROMOTIONS. Upon approval of the Executive Board special promotional membership rates may be made available from time to time.

ARTICLE IV – OFFICERS, ELECTED REPRESENTATIVES, AND ELECTIONS

IV-1. ENUMERATION.

- Officers. The officers of the Association are a President, a Vice President / President Elect, an Immediate Past President, a Recording Secretary, a Treasurer, and a Treasurer Elect.

- Elected Representatives. The elected representatives of the Association are six Regional Representatives, an American Library Association Representative, and a New England Library Association Representative.

IV-2. TERM OF OFFICE

a. Officers.
   1. President. One year beginning July 1.
   2. Vice President / President Elect. One year beginning July 1.
   3. Immediate Past President. One year beginning July 1.
   5. Recording Secretary. Two year term beginning July 1. May hold office for two consecutive terms.
   6. Treasurer. Two years beginning July 1 of the first year. May hold office for two consecutive terms + one year as Treasurer Elect.

b. Elected Representatives.
   i. Regional Representatives. Two years beginning July 1. May hold office for three consecutive terms.
   ii. American Library Association (ALA) Representative. Three years, subject to the by-laws and other criteria of the American Library Association, beginning at the conclusion of the ALA summer conference held in the election year. May hold office for two consecutive terms.
   iii. New England Library Association (NELA) Representative. Two years, subject to the by-laws and other criteria of the New England Library Association,
beginning at the conclusion of the NELA annual conference held in the election year. May hold office for three consecutive terms.

IV-3. DUTIES

a. PRESIDENT. The President as the chief executive officer of the Association presides at all business meetings of the Association and of the Executive Board, nominates committee chairs, and serves as ex officio member without vote of all units except the Committee on Nominations and Elections. The President authorizes the payment of bills for the expenses in fields of activity which the Executive Board has approved and, together with the Treasurer, signs such contracts and other legal documents as the Executive Board authorizes. As called for in this Article, the President may also, with the counsel of the Executive Board, fill certain vacancies. The President also serves as liaison to the Connecticut State Library Board.

b. VICE-PRESIDENT / PRESIDENT-ELECT. The Vice-President is also President-Elect and automatically assumes the Presidency at the beginning of the second Association year following election or in case of a vacancy in the Office of the President. The Vice President / President Elect acts for the President in the latter's absence or disability, serves as a member, but not the chair, of the Nominations and Elections Committee, appoints the Assistant Conference Program Co-Chairs who become the Conference Program Co-Chairs in the following year, serves as a liaison with state-wide planning groups and any such organizations as the Board may indicate reporting regularly to the Board on the actions and recommendations of these groups, and performs other duties as assigned by the President.

c. The IMMEDIATE PAST PRESIDENT is the Chair of the Nominations and Elections Committee. In event of a vacancy in the office of Immediate Past President, the President of the Association shall appoint, with the counsel of the Executive Board, a chair of the Nominations and Elections Committee.

d. RECORDING SECRETARY. The Recording Secretary will attend the meetings of the Association and of the Executive Board, and will record the minutes of the business meetings of the Association and the Board of Directors, and perform other functions customary to the office of a Recording Secretary. The Recording Secretary may assist the Treasurer and the Membership Chair in the performance of their duties and will perform such other duties as may be assigned by the President.

e. TREASURER. The Treasurer is responsible for the receipt and recording of all funds, pays bills that have been approved by the President, and makes financial reports at meetings of the Executive Board and of the Association. The Treasurer is responsible for training the Treasurer Elect.

f. TREASURER ELECT. The Treasurer Elect serves as the assistant to the Treasurer while being trained in the duties of the Treasurer, and may perform the duties of the Treasurer in his/her absence.

g. REGIONAL REPRESENTATIVES. The Regional Representatives serve as liaisons with the Association's general membership and represent its views on the Executive Board. Regional Representatives are required to identify issues important to their
Region and to report these issues to the Executive Board on a semi-annual basis. The Regional Representatives serve “ex officio” on the Membership Committee, the Awards Committee, the Legislative Committee, the Proficiency Enhancement Grants Program Committee, and other groups as determined by the Executive Board. Additional reports or studies may be requested from time to time by the President or Executive Board.

h. AMERICAN LIBRARY ASSOCIATION REPRESENTATIVE. The Association is designated as a State Chapter of the American Library Association and is entitled to representation on its Council in accordance with the provisions in the American Library Association bylaws. As such, the Representative serves as Connecticut Chapter Councilor on the ALA Council, participates in the meetings of the Council at mid-winter meetings and the annual conference of ALA, acts as a liaison between CLA and ALA, and represents CLA in any special meetings including those of the ALA Chapter Relations Committee. The representative must be a personal member of both associations at the time of nomination and throughout the term of office. The Representative’s term on the ALA Council begins at the conclusion of the ALA summer conference following election.

i. NEW ENGLAND LIBRARY ASSOCIATION REPRESENTATIVE. The Representative to the New England Library Association (NELA) serves on its council and acts as liaison between the two associations as provided in the NELA Bylaws. The Representative must be a personal member of both associations at the time of nomination and through the term of office. The Representative’s term on the NELA council begins at the conclusion of the NELA annual conference.

IV-4. CANDIDATE ELIGIBILITY

a. GENERAL - All candidates must be personal members in good standing of the Association at the time of their nomination and, if elected, for the duration of their term of office.

b. AMERICAN LIBRARY ASSOCIATION REPRESENTATIVE must be a member in good standing of ALA at the time of his/her nomination and, if elected, for the duration of his/her term of office.

c. NEW ENGLAND LIBRARY ASSOCIATION REPRESENTATIVE must be a member in good standing of NELA at the time of his/her nomination and, if elected, for the duration of his/her term of office.

IV-5. CANDIDATES. The report of the Nominations and Elections Committee will be filed with the Executive Board not less than two months before the Annual Meeting and will be announced to the membership as soon as practicable thereafter, but in any case not later than ten calendar days before the time of the Annual Meeting. Nominations from the membership may be sent to the Committee for consideration. The Committee will name at least one person for the offices of Vice President / President Elect, Treasurer (every second year), Recording Secretary (every second year), Regional Representatives (three each year) and for such other positions as may be required by IV-6 below; or for any vacancy in an elective position with a term continuing beyond the end of the fiscal year. Anyone elected to fill such a vacancy will take office immediately following the election for the balance of the unexpired term.
Additional candidates for any of these offices may be nominated by written petition of ten or more members provided that such petition has been presented to the President or the Recording Secretary by the beginning of the Annual Meeting and that written consent of the nominee is submitted with the petition.

IV-6. ELECTIONS. Officers and representatives of the Association will be elected by ballot following the Annual Meeting as the Executive Board will determine. The Association may dispense with a ballot and conduct the election of individual officers at its Annual Meeting under the following circumstances: If the Nominations and Elections Committee nominates only a single candidate for a given office AND there are no nominations of additional candidates as defined in this ARTICLE, then the election for that office may take place by voice vote at the end of the Annual Meeting. Election is to be determined by simple majority. Association members may only vote for Regional Representatives nominated from the region the member checked on their Association membership application or renewal form. Election will be held as soon as practicable after the Annual Meeting, but before the end of the fiscal year.

IV-7. TIE VOTES. In the event of an electoral tie vote, the Committee on Nominations and Elections will determine, with the consent of affected candidates and also the Executive Board, a fair method to determine the winner of said election. Affected candidates, or designees chosen by the candidates, will be present at the breaking of the tie.

IV-8. VACANCIES. If a vacancy occurs in any office (except that of the President), the President, with the counsel of the Executive Board, will appoint a member of the Association to that office for the balance of the term or until the vacancy can be filled at the next regular election as provided in ARTICLE IV-6.

ARTICLE V - EXECUTIVE BOARD

V-1. COMPOSITION. The administration of the affairs of the Association is vested in an Executive Board. The Executive Board is comprised of certain voting and non-voting members:

Voting members of the Executive Board are the President, the Vice President / President Elect, the Recording Secretary, the Treasurer, the Treasurer Elect, the Immediate Past President, the Representative to the American Library Association, the Representative to the New England Library Association, the chairs and co-chairs of the Sections and standing committees, and the Regional Representatives. No person who serves as a voting member of the Board in more than one position may be entitled to more than one vote.

An Executive Committee, comprised of the President, Vice President / President Elect, Immediate Past President, Recording Secretary and Treasurer serves at the pleasure of the President, and as defined below, assists with administrative matters.
Non-voting members of the Executive Board are chairs of special committees, roundtables, and task-forces, and delegates from any library-related agency or organization.

V-2. MEETINGS. Regular meetings of the Executive Board are ordinarily held on an approximately monthly basis, but in no case will there be fewer than four meetings during the Association year. Meetings are held at such time and place as the Executive Board or the President determines. Special meetings can be called at the request of the President or upon the written request of three voting members of the Executive Board. Notice of all regular meetings will be given to each Executive Board member no less than ten days prior to the meeting. Notice of all special meetings will be given to each Executive Board member no less than three days prior to the meeting, but preferably ten days prior to the meeting. The purposes for which a special meeting is called will be given in the call to meeting, and only such business as is specified in the call to meeting can be transacted.

V-3. QUORUM. A quorum of the Executive Board consists of a majority of its voting members. A meeting of the Board at which a quorum is not present can transact no business except to adjourn. The President, in the absence of a quorum at the stated time of the start of the meeting, will delay not less than fifteen minutes and may delay not more than forty-five minutes before calling for a motion to adjourn.

V-4. CONFLICT OF INTEREST STATEMENT. Members of the Connecticut Library Association Executive Board are expected to maintain the highest standards of integrity in all their work for the association. If at any time a board member believes that s/he has a conflict of interest regarding an issue before the board, stemming from a personal relationship, employment relationship, or other reason, that board member should withdraw from board discussion and, if a voting member, abstain from voting on the issue. CLA expects board members to disclose possible conflicts of interest to the board. The board will honor a member's request to withdraw from discussion and abstain from voting. No questions or explanations will be asked of a board member who makes such a request.

Should a dispute occur within the board about whether a member should be required to excuse himself/herself because of a perceived conflict of interest, the Executive Committee will convene, decide on a course of action, and notify the board. If a member of the Executive Committee is party to the dispute, s/he will not participate in making the decision.

A board member who learns of a potential conflict of interest may not proceed with deliberation on an issue until there has been an opportunity to resolve such perceived conflicts, or until the board member(s) who have such conflicts have withdrawn from the discussion about and voting on the issue.

The Connecticut Library Association shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including directors and officers of the Connecticut Library Association, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Connecticut Library Association as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant
regulations of the I.R.S.

The Executive Board shall adopt a conflict of interest policy, and review it at least annually, to assure that all actions taken by the Executive Board shall comply with the relevant state and federal statutes.

**ARTICLE VI – SECTIONS, COMMITTEES, INTEREST GROUPS, TASK FORCES, & ARCHIVIST**

VI-1. SECTIONS

a. ORGANIZATION. Fifteen or more members of the Association interested in the same general field of activity may petition the Executive Board for approval to organize a Section. Each Section has autonomy over and responsibility for the conduct of its own affairs, subject to the restrictions imposed by the bylaws of the Association.

b. MEMBERSHIP. Only members of the Association can be accepted for membership in a given Section.

c. CO-CHAIRS. There shall be no more than two (2) co-chairs for any Section, who shall share one (1) vote on the Executive Board.

d. FINANCES. The Association Budget will provide for the annual operating expenses of Sections. In addition, the Association budget for the Annual Meeting will include provision for expenses for speakers at sessions sponsored by the Sections. Any income received by a Section reverts to the Association as a whole.

e. ACTIVITIES. Sections will elect their own officers, be guided by their own rules, issue publications, and in general, carry on their own activities along the lines of their own interests. Each Section will draft a set of bylaws for approval of Executive Board. Subsequent bylaws revisions must also be approved by the Executive Board. The Executive Board may from time to time review and, in consultation with the section, require changes to the Section bylaws. Each Section shall have an executive board comprised of but not limited to, a chair, vice-chair and secretary. No authority is granted any Section to commit the Association by any declaration of policy to incur expenses on behalf of the Association above the limitation provided for by VI-1d of this ARTICLE.

f. REPORTS. Each Section head shall provide a report concerning section activities and issues to the Executive Board at least annually.

g. TERMINATION. A Section may be discontinued by vote of the Executive Board when its existence is deemed no longer to be of advantage to the Association.

VI-2. STANDING COMMITTEES. Upon assuming office the President will nominate chairs for all standing committees except the Conference Program Committee and the Nominations and Elections Committee. The Vice-President will appoint the Assistant Co-Chairs of the Program Committee, who automatically become Program Co-Chairs the following year. The Nominations and Elections Committee's chair shall be the immediate Past President of the association as specified in Article VI-2f. All nominations for standing committee chairs are subject to election by the Executive Board; there shall be no more than two (2) co-chairs for any standing committee, who shall share one (1) vote on the Executive Board. Each committee unless otherwise specified will consist of the chair and
such other Association members as the chair may appoint. Each chair will submit an annual report to the Executive Board. Standing committees are:

a. BUDGET. This committee, composed of the Executive Committee is responsible for the Association’s financial policies and budget. It will prepare a Financial Plan and an annual working budget for submission to the Executive Board for action. This budget will provide for the operation of the Association. The committee will investigate and evaluate sources of funding for the support of the regular and special activities of the Association.

b. DEVELOPMENT AND PLANNING. This committee is the research, planning and development arm of the Association and will develop information and recommendations that will assist the Executive Board in establishing goals for the Association. It will review and evaluate the effectiveness of the Association and its units. It will be involved in the planning for the Association and for the improvement of library service in the state and region, and may develop plans, independently or in conjunction with other persons or groups, to be submitted to the Executive Board for appropriate action.

c. EDITORIAL. This committee will be responsible for all publications, traditional or electronic, authorized by the Executive Board. This committee will develop editorial policy and procedures, oversee the committee’s budget, assist the Editor and Webmaster in composition and production, and will strive to bring before the membership of the Association major issues facing the libraries of the state. The President will nominate one committee member as chairperson for a two-year term. The President will also appoint the Editor of "Connecticut Libraries" and the Webmaster upon the recommendation of the committee, subject to approval of the Executive Board. The Editor and Webmaster will be directly responsible to and subject to annual review by this committee and the Executive Committee. This committee will recommend subscription and advertising prices.

d. INTELLECTUAL FREEDOM. This committee will be concerned with issues which threaten intellectual freedom and will support the rights of libraries, library users, and librarians in accordance with the First Amendment to the U.S. Constitution, Article First of the Constitution of the State of Connecticut, and the Library Bill of Rights of the American Library Association. It will establish and maintain a fact-finding task force to investigate upon request alleged abuses of intellectual freedom and instances of censorship, and will recommend appropriate action to the Executive Board. It will join with allied groups to initiate, support, or oppose, as appropriate, legislation and other policies related to intellectual freedom and censorship. This committee will be responsible for the Association's Intellectual Freedom Handbook. The chair of this committee will serve as liaison with the Office for Intellectual Freedom of the American Library Association.

e. LEGISLATIVE. This committee will have two co-chairs. This committee will be responsible for the Association's legislative program. It will initiate legislation formulated by the Association. It will evaluate all proposed legislation, including the State Library budget, recommend legislative positions to the Executive Board, and represent and arrange for representation at legislative hearings. It will work with any legislative advocate employed by the Association and with other persons as appropriate to inform legislators of the Association's legislative positions and of the importance of libraries in meeting the information needs of the citizenry. It will make recommendations to the Board concerning the retention of a legislative advocate and will be responsible for evaluating the effectiveness of any such advocate in consultation with the Executive Committee. The Regional Representatives serve “ex officio” on this committee.
f. NOMINATIONS AND ELECTIONS. This committee is composed of the Vice-President, the chairs of the sections, and the immediate Past President who shall serve as chair. The Committee will report its nominations to the Executive Board not less than two months before the Annual Meeting. Provisions are stated in ARTICLE IV. The committee will be responsible for the counting and tabulation of the ballots and for notifying all candidates of the results.

g. PROCEDURES. This committee will study and recommend to the Executive Board revisions in the Associations' Constitutions and Bylaws, including Section bylaws. Its chair will serve as Association Parliamentarian. It will be responsible for the maintenance and distribution of the Executive Board Handbook. Its chair will track terms for elected members of the Executive Board and notify the Nominations Committee of positions open for election each year.

h. CONFERENCE PROGRAM. This committee, whose Co-Chairs have served as Assistant Conference Program Co-Chairs the preceding year, will develop annual conference plans reflecting the interests of all members of the Association. They will also recommend to the Executive Board annual conference fees and sites. One member from each Section and the Treasurer will be included on this committee.

i. PROFICIENCY ENHANCEMENT GRANTS. This committee will seek funds for the program, and will promote and administer it. Members of the committee will be its Chair, the chair of the CLA Support Staff Section (CLASS) and the Regional Representatives. The committee shall recommend changes in award guidelines, priorities, and related procedures to the Executive Board, which will have authority to adopt or amend guidelines and procedures.

j. PUBLICITY AND PUBLIC AWARENESS COMMITTEE. This committee will work to improve the public perception of library services, library staff, and librarianship. It will collaborate with the Legislative Committee, and other committees as necessary, to promote public awareness. It will be responsible for conducting the annual CLA public relations award program. It will submit copies of all promotional materials relating to the Association to the Archivist for the permanent record.

k. AWARDS. This committee will be responsible for selecting recipients and presenting the Association's awards. Membership shall include the Regional Representatives.

l. MEMBERSHIP. This committee will develop and implement programs and procedures for increasing the membership of the Association. It will work with the Recording Secretary to maintain current, complete, and useful membership records and to respond to member inquiries concerning membership status and policies. The Regional Representatives are “ex officio” members of this committee.

m. CUSTOMER SERVICE. This committee will sponsor programs and workshops to improve the customer relations skills of library personnel, and to assist library administrators, governing authorities, and/or library staff in the implementation of programs to improve customer service.

n. ADA (Americans with Disabilities Act). This committee will be chaired by the ADA Coordinator who will serve as a volunteer resource for program planners. The committee
will advise the ADA Coordinator on matters regarding appropriate accommodations for persons with disabilities who attend meetings and programs sponsored or co-sponsored by the Association. This committee will work with other CLA Sections and the library community informing them on how the ADA affects all aspects of library services.

o. CAREER DEVELOPMENT. This committee will be concerned with policies, procedures, and problems related to library employment, staff welfare, continuing education, career development, and recruitment. It will develop and recommend to the Executive Board policies and guidelines related to the improvement of salaries, working conditions, employer/employee relations, and will inform Association members of these policies and guidelines. It will, upon request and subject to approval of the Executive Board, take a position on affirmative action and other employment-related complaints. It will be guided in its recommendations and actions by American Library Association policy statements on Collective Bargaining and Security of Employment for Library Employees, and such other policy statements as the Board may adopt. It may establish fact-finding task forces to survey, investigate, and make recommendations on matters within its purview. This committee will also oversee the CLA mentorship and scholarship programs, recommend guidelines for mentor/protégé matches and relations to the Executive Board, evaluate the programs it administers, and make regular reports to the Executive Board.

p. GRANTS - This committee will handle all requests for grants from CLA. The committee will recommend funding to the Executive Board, which will decide on the grant, considering both budget and the grant's importance to securing CLA's mission.

VI-3. INTEREST GROUPS. Five or more members of the Association interested in the same special area of activity may petition the Executive Board for approval to organize an Interest Group. Each Interest Group has responsibility for the conduct of its own affairs, subject to the restrictions imposed by the Executive Board.

a. MEMBERSHIP. Only members of the Association can be accepted for membership in a given Interest Group.

b. FINANCES. The Association Budget will provide for the annual operating expenses of each Interest Group. In addition, the Association budget for the Annual Meeting will include provision for sessions sponsored by Interest Groups. Any income received by an Interest Group reverts to the Association as a whole.

c. ACTIVITIES. Interest Groups will elect a chair who will not be a voting member of the Executive Board. No authority is granted any Interest Group to commit the Association by any declaration of policy or to incur expenses on behalf of the Association.

d. REPORTS. An annual report of each Interest Group’s activities will be submitted to the President upon request.

e. TERMINATION. An Interest Group may be discontinued by vote of the Executive Board when its existence is deemed no longer to be of advantage to the Association.

VI-4. SPECIAL COMMITTEES. The President may appoint chairs of special committees subject to the approval of the Executive Board. All special committees will go out of existence at the end of the fiscal year unless their extension is recommended by the
successor President and again approved by the Executive Board. The chair of these committees will not be voting members of the Executive Board.

VI-5. TASKFORCES. Taskforces are established by vote of the Executive Board to perform special assignments and continue in existence until their assigned task is completed or until terminated by vote of the Executive Board. Membership in taskforces is open to members and non-members of the Association. Taskforce chairs will not, by virtue of their chair position, be voting members of the Executive Board nor will any member of the taskforce enjoy any benefits of membership in the Association if they are not otherwise members of the Association.

VI-6. ARCHIVIST. The President will nominate an archivist subject to election by the Executive Board who is charged with preserving, arranging and filing of the records of the Association received from officers and chairs, and for making the records available for use. The archivist will have the same rights and be subject to the same restrictions as a standing committee chair.

ARTICLE VII - ASSOCIATION MEETINGS.

VII-1. MEETINGS. The Executive Board arranges for all annual or special meetings of the Association. The Annual Meeting will be held within the period extending from March 15 through May 15, or as close thereto as may be practicable. The board may arrange for regional meetings within the state or with other states.

VII-2. NOTICE. Notice of any membership meeting, including the Annual Meeting, shall be given to each voting Member, by mail or email, no fewer than 10 days and no more than 60 days before such meeting.

VII-2. QUORUM. Twenty-five voting members as determined by the Recording Secretary’s record constitute a quorum for the purposes of an Association Annual or business meeting.

VII-3. RESOLUTIONS. A resolution may be adopted by majority vote of the Board of the Association for transmittal to any person or organization.

ARTICLE VIII - YEAR

The fiscal year of the Association begins July first. All officers assume their duties on this date.

ARTICLE IX – REGIONAL ASSOCIATION & DELEGATES

IX-1. REGIONAL ASSOCIATION. The Association may join with library associations in neighboring states to form a regional association.

IX-2. DELEGATES. The Executive Board may appoint delegates to regional and other meetings.
ARTICLE X – ARCHIVES

With the consent of the State Librarian, the Connecticut State Library will be the depository for all the minutes, papers, archives, and correspondence of the Connecticut Library Association. All original minutes and all historical data will be sent by the Archivist to the depository before each September first. All records required by the incoming officers will be left in their care and so recorded by the Archivist, and will be deposited in the State Library by the Archivist when need for them is past.

ARTICLE XI - PARLIAMENTARY AUTHORITY

“The Standard Code of Parliamentary Procedure” by Alice Sturgis, in the latest edition, governs the Association in all cases to which it is applicable and in which it is not inconsistent with the bylaws or the special rules of the Association.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at an Annual Meeting of the Association or voting electronically or by mail ballot, provided that the text of the proposed amendment has been included in the notice of the meeting, or in the case of an electronic or mail ballot, sent to the general Association one month prior to the deadline for their return.

ARTICLE XIII - DISSOLUTION

In the event that the Association ceases existence, all moneys and other assets which remain after liabilities have been satisfied will be transferred, for its unrestricted use, to a successor organization or agency or agencies selected by a simple majority of the voting membership, provided that the organization or agency qualifies as a charitable organization with the meaning of Section 501 (c)(3) of the Internal Revenue code.

ARTICLE XIV - EFFECTIVE DATE

These revised bylaws will become effective July 1, 2011.