

**By-Laws of the Western Pennsylvania & West Virginia
Chapter of the Association of College and Research Libraries
Approved by Membership Vote May 21, 2010**

Article I – Organization

- 1.1 Name.** The name of this corporation, hereafter referred to as the Chapter, shall be the Western Pennsylvania & West Virginia Chapter of the Association of College and Research Libraries.
- 1.2 Purpose.** This Chapter is to be a forum for and an advocate of academic and research librarians and library personnel and all other information professionals that serve academic and research libraries who live or work in the region of western Pennsylvania and all of West Virginia. The purpose of the Chapter is to: 1) provide opportunities for the professional growth of its members by conducting workshops, conferences, programs, etc.; 2) encourage the exchange of ideas and information relating to library development and issues; 3) disseminate educational information oriented to academic and research librarians; 4) support and participate in, where appropriate, other regional and local organizations in the region.
- 1.3 Affiliation.** This Chapter is affiliated with the Association of College and Research Libraries, hereafter known as ACRL, a division of the American Library Association, hereafter referred to as ALA. It shall be subject to Article IV (Chapters) of the ACRL bylaws, which to the extent they are applicable, take precedence over the bylaws of this chapter.
- 1.4 Offices.** The chapter will maintain a P.O. Box for official mailing and use as the organization's official address.
- 1.5 Seal.** The Chapter seal shall have inscribed thereon the name of the Chapter, the year of its organization, and the words "Corporate Seal, Pennsylvania."

Article II - Membership and Dues

- 2.1 Membership.** Members shall be those who pay dues to the Chapter. Chapter members are not required to be a member of either ALA or ACRL, with the exception of members who shall hold the office of either President or President-Elect, in both cases of which the members holding those offices must be a member of either ALA or ACRL.
- 2.2 Institutional Membership.** Institutions may become non-voting supporting members of the Chapter by paying the appropriate dues. An institutional member may not hold elected or appointed office nor be a member of the Board of Directors.
- 2.3 Dues.** The Board of Directors shall establish the amount of annual dues, which shall be approved by the chapter membership.
- 2.4 Suspension/Expulsion.** The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for

membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

2.5 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds vote of all members of the Board, reinstate to membership any former member suspended or expelled for cause, upon such terms as the Board of Directors may deem appropriate, and may, by a majority vote of those present at any regularly constituted meeting, reinstate any former member suspended or expelled from membership due to default in payment of any dues or assessments who tenders the full amount of one year's dues or the full amount of any delinquent assessment.

2.6 Transferability. Membership in this corporation is not transferable or assignable.

2.7. Rights. Every member of the chapter shall have full voting privileges, be eligible to hold office in accordance with provisions for holding office as set forth in these by-laws, serve on the Board of Directors, and serve on committees, within the Chapter.

Article III – Meetings

3.1. General Membership Meetings. The chapter shall hold an annual membership meeting, and other meetings as deemed necessary, at a time and place to be determined by the Board of Directors. When possible, meetings will rotate between Western Pennsylvania and West Virginia. The annual meetings are open to all interested in the work of the chapter. Only dues paying members of the chapter are permitted to vote. Notice of General Meetings must be made no less than twenty-one (21) days prior to the date of the meeting. Notices may be made by mail, email, in person or other suitable arrangements to each person eligible to participate in the meeting. Eligible persons shall be contacted according to the address or contact information as shown by the record of the chapter.

3.2 Special Membership Meetings. Special meetings of the chapter may be called by the Board of Directors. The Board shall set the date, time, and location of special meetings. All members of the chapter must be notified of a special meeting no less than seven (7) days before the scheduled special meeting. Notification of the special meeting must include the date, time, location, and purpose of the meeting. No other business other than that specified in the notice may be transacted at such special meetings without the unanimous consent of all chapter members present at such meeting.

3.3 Committee Meetings. Meetings of committees may be held at times not conflicting with meetings called by the Board of Directors. Notice of committee meetings must be sent to all eligible members of the committee in a timely manner.

3.4 Board of Directors Meetings. Meetings of the Board of Directors shall be held at such times as scheduled by the President. However, the Board shall meet not less than twice a year. All eligible members of the Board must be notified of a meeting within twenty-one (21) days prior to the proposed meeting.

3.5 Special Board of Directors Meetings. Special meetings of the Board of Directors may be called by the President or at least one-quarter of the Directors then in office. All members of the Board must be notified not less than 7 days before the scheduled special meeting. Notification of the special meeting must include the date, time, location,

and purpose of the meeting. No other business other than that specified in the notice may be transacted at such special meetings without unanimous consent of all Board members present at the meeting.

Article IV - Nominations and Elections

4.1 Nominations. Nominations for elected positions may be taken from the floor during membership or annual meetings of the chapter. The President may appoint a committee of no less than five members, representing both Western Pennsylvania and West Virginia, to solicit candidates for a contested election slate for each office and prepare the ballot. Members of the Nomination/Election committee may themselves be candidates for either elective or appointed positions.

4.2 Announcement of Nominations. After validation of the slate, nominations shall be announced by the Nomination/Election Committee Chair to the membership within 14 days of the end of the solicitation period.

4.3 Elections. Elections to elective positions shall be by mail vote, or another method as approved by the Board of Directors. The Nomination/Election Committee shall prepare the ballot and forward it to the Secretary who shall distribute the ballot to eligible voters within two weeks of receipt. Elections shall be completed at least three weeks prior to the annual spring meeting. The candidate receiving the largest number of votes shall be elected. In the case of a tie vote a runoff election will be held within two weeks of the election result. Election results will be verified by the Nomination/Election Committee and then presented to the Board of Directors. The President will announce the results to the chapter membership. Election results will be archived.

4.4 Appointed Positions. The President shall appoint, with the advice of the Board of Directors, other positions as required.

Article V - Board of Directors

5.1 Members. The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer and three Members at Large all of whom shall be nominated and elected at a regular election according to these by-laws. The President shall serve as Chair of the Board of the Directors. In the absence of the President at a Board meeting, the President-elect shall act as chair for that meeting. In the absence of both the President and Vice-President, a chair pro tem shall be selected by the Board of Directors for that meeting. All members of the Board of Directors shall be members in good standing of the Chapter.

5.2 Representation. The offices of President and President-Elect shall not be held by members who work in the same state. One member-at-large of the Board shall be designated the West Virginia seat and all nominees must work in West Virginia. A second member-at-large of the Board shall be designated the Pennsylvania seat and all nominees must work in Pennsylvania. The third member-at-large of the Board shall have no specific state designation and nominees can work in either state.

5.3 Term of Office. Elected Officers shall serve as members of the Board of Directors during the entire time of their office, as specified in these by-laws. The individual elected as President-Elect shall serve in that capacity for one year, and as President for the

following year. The Secretary and Treasurer shall serve for two consecutive years, and, except for the first year of elections in 2002, elections for these offices will alternate by year. Members-at-large shall serve for two years and, except for the first year of elections in 2002, no more than two members-at-large shall be elected in any one year.

5.4 Responsibility. The Board of Directors shall have general oversight and direction of the Chapter. It shall conduct all business pertaining to the Chapter as a whole during periods between general meetings of the Chapter. It shall decide on all expenditures of funds belonging to the Chapter as a whole, and shall be authorized to allot such funds to committees. An Executive Committee of the Board shall consist of the President, President-Elect, Secretary, and Treasurer which shall meet as needed and be empowered to conduct Chapter business between Board meetings, with the following exceptions:

The executive committee cannot fill vacancies on the board.

The executive committee cannot adopt, amend, or repeal bylaws.

The executive committee cannot amend or repeal any resolution of the board.

The executive committee cannot take action on matters committed by the bylaws or resolution of the board of directors to another committee of the board.

5.5 Absence. Any elected officer or member-at-large who has had (2) consecutive unexcused absences from meetings of the Board, not including special meetings, may be removed from his or her office.

5.6 Vacancies. Vacancies on the Board of Directors shall be filled by the candidate that received the second highest number of votes during the previous election. In the event that a candidate declines to serve or is unable to complete his/her term in office, the Board of Directors shall make interim appointments that shall serve in that office until the next regular election.

Article VI - Elected Officers

6.1 Offices. The elected officers of the chapter shall be President, President-Elect, Secretary, and Treasurer, all of whom shall be members in good standing of the chapter.

6.2 Terms of Office. Terms of office shall be as provided for in these by-laws. (5.3)

6.3 Responsibilities and Authority.

a. President. The President shall call meetings as specified in these by-laws; serve as chair of the Board of Directors; shall have authority to appoint ad hoc committees of the Chapter; shall appoint members of committees and ad hoc committees; shall represent the chapter at the ACRL Chapters Council at the Annual and Midwinter meetings of the American Library Association, or shall appoint a member of the Chapter to be a representative; shall have responsibility for coordinating the activities of the Chapter and its committees; and shall prepare an annual report of the Chapter activities, one copy of which shall be sent to the ACRL headquarters, and one copy of which shall become part of the Chapter records; and perform other duties as assigned by the Board of Directors.

b. President-Elect. The President Elect shall act for the President in that person's absence; shall serve as chairperson of the Program Committee; and shall perform other duties as assigned by the President or Board of Directors.

c. Treasurer. The Treasurer shall keep accurate financial records for the Chapter, deposit money, drafts, and checks in the name of, and to the credit of, the Chapter in the banks and depositories designated by the Board and perform other duties related to the finances of the Chapter as directed by the Board and the President.

Must establish and maintain bank accounts and bookkeeping procedures according to standards and accepted practices and disburse Chapter funds and issue checks and drafts in the name of the Chapter upon receipt of invoices and vouchers.

Must prepare and present a financial statement to date at each Board meeting and a summary financial statement at the Annual Meetings of the Chapter. The financial statement to date must include a list of checks, drafts, and deposits since the last report, status of funds, and budget analysis.

Must attend all Board of Directors meetings and annual program and membership meeting or provide financial records to the President to submit for review at these meetings.

Must annually provide to the Board of Directors and/or designated auditor access to all financial records for the period being audited and to answer questions presented by the designated auditor.

Must annually provide to an Auditing Committee or ad hoc auditing committee, and /or designated auditor access to all financial records for the period being audited and to answer questions presented by the Chapter Auditing Committee and/or designated auditor.

Should the Chapter contract with another agency for bookkeeping and other accounting, the Treasurer will be the liaison between the Board of Directors and that agency.

d. Secretary. The Secretary shall prepare agendas and keep minutes of general and Board meetings and other such business meetings of the Chapter as may be required, and shall distribute agendas and minutes in a timely fashion; maintain a list of all elected and appointed Board members, addresses and other contact information; and shall be responsible for the maintenance of the Chapter records and the distribution of the election ballot.

6.4 Vacancies

a. President. In the case of a vacancy of the office of President, the President-Elect shall assume the office of President for the remainder of the President's term.

b. President-Elect, Secretary, Treasurer. In the case of a vacancy of the office of President-Elect, Secretary, or Treasurer, the candidate who received the second highest number of votes during the previous election will serve. In the event that a candidate declines to serve or is unable to complete his/her term in office, the Board of Directors shall make interim appointments that shall serve in that office until the next regular election

Article VII – Committees

7.1 Authorization. Committees of the Chapter as a whole shall be authorized by action of the Chapter or the Board of Directors, except as otherwise provided in these by-laws.

7.2 Appointment. Committee members shall be appointed by the President from among members of the Chapter in good standing.

7.3 Discontinuance. A committee may be discontinued only by the body, which authorized it.

7.4 Standing Committees. Standing committees shall consist of a Membership Committee, a Nominations/Elections Committee, a Program Committee, a Communications Committee, and other committees as shall be created as specified by these by-laws.

7.5 Committee Members. Membership of each standing committee shall consist of no fewer than three chapter members in good standing.

7.6 Term of Appointment. Committee members shall serve for two (2) years, with the possibility of re-appointment. Committee membership shall be staggered such that not all members of the committee will have their terms end during the same year.

7.7 Committee Chair. Committee Chairs shall be appointed by the President from among the members of the committees.

7.8 Vacancies. In the case of a vacancy(ies) in any committee, the President shall have the authority to make interim appointment(s) to serve the remainder of the term of the vacated member.

7.9 Ad Hoc Committees. Ad hoc committees shall be created by the President as necessary to accomplish the work of the chapter.

Article VIII – Quorums

8.1 Board of Directors. A quorum for the Board of Directors shall consist of a simple majority of the eligible members of the Board.

8.2 Committee Meetings. A quorum for Committee Meetings shall consist of a simple majority of the eligible members of the Committee.

8.3 General Membership Meetings; Special Membership Meetings. A quorum for general and special membership meetings shall consist of no less than 10% of all members in good standing of the Chapter.

Article IX – Years

9.1 Membership Year and Fiscal Year. The membership year and fiscal year of the Chapter shall begin July 1 and end June 30 of the following Year.

9.2 Elective and Appointed Year. The term of office for elected and appointed positions of the Chapter shall begin July 1 and end June 30 of the following year.

Article X - Records and Reporting

10.1 Books and Records. The Chapter shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board. All books and records of the Chapter may be inspected by anyone authorized by law or contract, for any proper purpose at any reasonable time.

10.2 Reporting. A report by the President of the Chapter must be sent to the Executive Secretary of the ACRL as specified by the ALA/ACRL governing documents.

Article XI - Indemnification of Directors, Officers and Employees

11.1 Limitations of Liability. Unless expressly disallowed by law, no person who is or was a Director of the Chapter shall be personally liable for monetary damages for any action taken, or any failure to take action, as a Director, unless:

- a. he/she has breached or failed to perform the duties of his or her office under Chapter 57, Sub-chapter B of Title 15 of Pennsylvania consolidated Statutes Annotated (relating to fiduciary duty); and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This provision of the Bylaws shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state, or federal law. If Pennsylvania law hereafter is amended to authorize the further elimination of limitation of the liability of directors, then the liability of a Director of the Chapter, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

11.2 Indemnification. Except for self-dealing, willful misconduct or recklessness, or unless expressly disallowed by law, the Chapter hereby indemnifies any person who was or is a party of is threatened to made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the Chapter to procure a judgment in its favor) by reason of the fact that the person is or was a member of the Board of Directors, officer, agent, employee, or any other person who is or was a representative of the Chapter against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.

11.3 Advancement of Expenses. Expenses (including attorneys' fees) incurred by an officer or Director of the Chapter in defending a civil or criminal action, suit or proceeding described in these by-laws shall be paid by the Chapter in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Chapter.

11.4 Other Rights. The indemnification and advancement of expenses provided by or pursuant to these by-laws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Chapters Articles of Incorporation, any insurance or other agreement, vote of Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

11.5 Security Fund. Indemnity Agreements. By action by the Board of Directors (notwithstanding their interest in the transaction) the Chapter may create and fund a trust fund or other fund of any nature, and may enter into agreements with its Directors, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in these by-laws.

11.6 Modification. The duties of the Chapter to indemnify and to advance expenses to a Director or officer provided in these by-laws shall be in the nature of a contract between the Chapter and each such Director or officer, and no amendment or repeal of any provision of these by-laws, and no amendment or termination of any trust or other fund created pursuant to these by-laws shall alter, to the detriment of such Director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

Article XII - By-Laws

12.1 Committee of By-Laws. The President may appoint a Committee of By-Laws from among the members in good standing of the Chapter as needed.

12.2 Adoption, Suspension, Amendment. These by-laws may be adopted, suspended, or amended by a majority vote of the membership at a meeting where there is a quorum, provided these changes have been presented in writing by the Committee on By-Laws and have been published for the membership not less than 14 days prior to the vote.

Article XIII – Miscellaneous

13.1 Rules of Order. The rules contained in Sturgis's Rules of Order (revised in the latest edition) shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

13.2 Nondiscrimination Clause. It is the policy of this Chapter of the ACRL to be open to all people and not to discriminate on the basis of race, color, religion, gender, age, national origin, ancestry, sexual orientation, or disability in employment, membership, or participation in sponsored activities.