1985

SEAALL Constitution and Bylaw Revision Materials, 1985-1986

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February 25, 1986

Ms. Margarette M. Dye  
Library  
Paul, Hastings, Janofsky & Walker  
133 Peachtree Street, N.W.  
Atlanta, Georgia 30303

Dear Ms. Dye:

Please find enclosed three proposals from the Committee on the Constitution and Bylaws of the Southeastern Chapter of the American Association of Law Libraries. I want to thank Susan Roach and Bruce Johnson who served on this Committee for their willing cooperation and strong assistance in the final outcome.

The purpose of the three proposals are as follows:

Proposal One establishes a cut-off date for non-payment of dues of three months after the mailing date of the dues notice.

Proposal Two relates to splitting the offices of secretary and treasurer. There are six separate changes needed in the Constitution and Bylaws. The first relates to Article V, Section 1 where the change is simply to split the two positions. Article V, Section 3 relates to filling an office that has become vacant. Here again, the change was to split the office of secretary/treasurer. Article III, Section 1(a) of the Bylaws needs to be changed with respect to the activities of the Nominating Committee. Here again, the distinction is to create two separate positions. Article III, Section 2 of the Bylaws involves the process for election. It should be noted that in the past, the secretary/treasurer was elected on even-numbered years. With the passage of this amendment, which again simply splits the secretary/treasurer's position, we will be on track with the current election process. Articles IV and V of the Bylaws need clarification as to the duties of the secretary/treasurer. We have taken the treasurer out of both articles.
Proposal Three involves the need in the Bylaws for a procedure for mail ballots. This can be effectuated by adding a new Article IV, Section 3. The procedure allows for the secretary to mail ballots immediately following a meeting where the amendments were discussed or 30 days after notice of the proposed amendments has been mailed to the membership. The Executive Board will be given the power to specify the time for closing the ballots provided that it shall in no case be less than 30 days after the mailing of the ballots. Article IV, Section 2 needs the addition of the provision regarding mail ballots for amendments.

I wish to thank the Committee again and hope we will encounter no problem in submitting this material to the membership in time for a vote at the Charlottesville meeting.

Sincerely,

Ed Edmonds
Law Librarian

Enclosure

cc: Susan Roach
    Bruce Johnson

EPE/cbp
February 25, 1986

Professor Edwin M. Schroeder  
Florida State University  
College of Law Library  
Tallahassee, Florida  32306

Dear Professor Schroeder:

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Ed Edmonds
Law Librarian

Enclosure

cc: Susan Roach
    Bruce Johnson

EPE/cbp
Professor Richard A. Danner  
Duke University Law Library  
Durham, North Carolina 27706

Dear Professor Danner:

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Ed Edmonds
Law Librarian

Enclosure

cc: Susan Roach
    Bruce Johnson

EPE/cbp
February 25, 1986

Ms. Carol D. Billings  
Law Library of Louisiana  
100 Supreme Court Building  
301 Loyola Avenue  
New Orleans, Louisiana 70112

Dear Ms. Billings:

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Ed Edmonds
Law Librarian

Enclosure

cc: Susan Roach
    Bruce Johnson

EPE/cbp
February 25, 1986

Ms. Susan S. Roach  
Navy Judge Advocate  
General Law Library  
200 Stovall Street  
Alexandria, Virginia 22332

Re: Constitution and ByLaws of the Southeastern Chapter of AALL

Dear Susan:

I have enclosed a copy of the proposed amendments to the Constitution and Bylaws along with a copy of the letter which I mailed to members of the Executive Board. Thank you for your participation.

Sincerely,

Ed Edmonds  
Law Librarian

Enclosures  
EPE/cbp
February 25, 1986

Professor Bruce S. Johnson
University of South Carolina
Coleman Karesh Law Library
Columbia, South Carolina 29208

Re: Constitution and ByLaws of the
Southeastern Chapter of AALL

Dear Bruce:

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Enclosures
EPE/cbp
March 6, 1986

Ms. Margarette M. Dye
Library
Paul, Hastings, Janofsky & Walker
133 Peachtree Street, N.W.
Atlanta, Georgia 30303

Dear Ms. Dye:

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EPE/cbp
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Ed Edmonds
Law Librarian

Enclosure

cc:   Susan Roach
      Bruce Johnson

EPE/cbp
March 6, 1986

Ms. Hazel Johnson
Smith & Hulsey
1800 Florida National Bank Tower
225 Water Street
Jacksonville, Florida 32202

Dear Ms. Johnson:

In response to our conference call of Friday, February 28, I would like to amend the statement of the purpose of the three proposals to read as follows:

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Enclosure

cc: Susan Roach
    Bruce Johnson

EPE/cbp
Mr. Bruce S. Johnson
Law Librarian
University of South Carolina
Columbia, S.C. 28209

Dear Bruce,

Enclosed is a copy of the letter I sent Ed Edmonds with the proposed language regarding splitting the jobs of secretary and treasurer. I regret not having the presence of mind to send you the language when I sent it to Ed. And please overlook the language of the first sentence of the letter, where I made a partial correction along the way and managed to not make the whole one. Consequently it reads rather oddly at best. I didn't discover it till it had already gone out in the mail.

If you have any comments, I'd love to hear.

Sincerely yours,

Susan S. Roach
Reference & Catalog Librarian
I realized last week that you will want to the proposed changes in language on the secretary-treasurer, so here we go:

Article V: Officers."

Section 1. The officers shall consist of a president, vice-president-president elect, a secretary and a treasurer... The secretary and treasurer shall each serve two year terms."

This change will also mean a change should be made in Section 3 of the same article: "If the offices of the Secretary or Treasurer become vacant for any reason..."

I assume that we may not need to change all the language now - just indicate that it will be changed if the split is approved. (But I admit that I probably should go through both the constitution and by-laws and make a list for you of all the changes...)

Let me know what you want done...

Yours,

Sue Peach
February 4, 1986

Professor Edmund P. Edmunds  
Marshall-Wythe School of Law Library  
College of William and Mary  
Williamsburg, VA 23185

Dear Ed:

I have enclosed a draft of a bylaw provision setting a time limit for payment of Southeastern Chapter dues. I have taken the substance of the provision (i.e. a three-month grace period, suspension upon failure to pay; reinstatement upon payment) from Article I, Section 3 of the A.A.L.L. bylaws.

Three months seems a reasonable time to allow people to come up with the $10 needed to be a Chapter member. Keying the running of the three-month period to the mailing of the dues notice allows the Secretary/Treasurer a measure of flexibility in picking a mailing date. Margarette Dye, whose advice I had before drafting this, will be placing instruction in the Treasurer's manual on when to mail the annual dues notice.

Should the Constitutional amendment splitting the Secretary/Treasurer's office be approved, we will, of course have to modify the language of the bylaw section I have drafted. In particular, we will need to decide which officer does the suspending of errant members. The AALL bylaws leave that task to the Treasurer. At this point, I am not sure what we would want to do.

Let me have your comments on this.

With best regards,

Sincerely,

Bruce S. Johnson  
Law Librarian  
Associate Professor of Law

cc: Susan S. Roach; Margarette M. Dye

The University of South Carolina; USC Aiken; USC Salkehatchie, Allendale; USC Beaufort; USC Columbia; Coastal Carolina College, Conway; USC Lancaster; USC Spartanburg; USC Sumter; USC Union; and the Military Campus.
ARTICLE I. Section 2 (b)(3) (DRAFT).

All dues, individual, associate, and institutional, shall be paid no later than three months after the date on which the dues notice was mailed. The Secretary/Treasurer shall suspend the membership of any person whose dues are not paid within the time allotted. A suspended membership shall be restored upon full payment of the dues owed for the current year.

ARTICLE I. Section 2 (b)(4). Same language as existing sec. 2 (b)(3).
MEMORANDUM

TO: SEALL Executive Board
FROM: Dick Danter
RE: Followup on Conference of February 13

February 20, 1986

To let you know what's happened since we spoke:

1) The local arrangements form for the Chapter's Washington breakfast was returned to AALL (copy to Margarette).

2) I have prepared a brief article and form for reserving a place at breakfast for publication in the Southeastern Law Librarian (to be returned to Margarette by June 1).

3) I have spoken to Ed Edmonds who expects to be sending you today or tomorrow copies of proposed constitutional and bylaws changes and a brief explanation of the proposals. When they are received, I will set up another conference call (with Ed included) so that we can discuss the proposals.

Assuming that they are approved by us, they should be mailed out with ballots as soon as possible thereafter with a closing date of May 1 for the balloting.

If there is time to do so without delaying publication of the next issue, we will also publish the proposals in the Southeastern Law Librarian.

I will be in touch soon regarding the conference call.

DD: sr
√cc: Ed Edmonds
Mr. Edmund P. Edmonds  
Marshall-Wythe School of Law Library  
College of William and Mary  
Williamsburg, VA 23185  

Dear Ed:  

Enclosed for your use are:  

1) a copy of the current Southeastern Chapter's Constitution and Bylaws as amended through June 1984;  

2) the Model Chapter Bylaws sent me by Headquarters.  

Thank you for your call. Good luck.  

Sincerely,  

Richard A. Danner  
Director of the Library  
and Associate Professor of Legal Research  

RAD: sr  
Enclosures
February 7, 1984

TO: Chapter Presidents
American Association of Law Libraries

SUBJECT: MODEL CHAPTER BYLAWS

At the request of the Chair of the Constitution and Bylaws Committee, Ms. Vivian L. Campbell, we are sending you a copy of the "Model Chapter Bylaws," approved by our Executive Board during its January, 1984 meeting.

Developed by the Constitution and Bylaws Committee during the last two years, this Model can be used effectively in several ways:

1) As a source of language for new Chapters in developing their documents
2) As a guide to existing Chapters when considering amendments
3) As a means to lessen the chances of conflict with the Association's Constitution and Bylaws when developing new documents or considering amendments
4) As an impetus to the Chapters to re-examine their governing documents to be certain they are up-to-date in light of changes made in recent years in the Association's Constitution and Bylaws

You are asked to particularly note the first page of the Model, which points out four (4) items that need the attention of all the Chapters.

It is most important to remember that amendments to existing Chapter documents should be referred to the Constitution and Bylaws Committee for review before such amendments can be considered as final. The Constitution and Bylaws Committee reports to the Executive Board at each of its meetings, and if your Chapter anticipates new amendments, or has made amendments during 1983-84, please submit these to the Chair of the Committee. The Executive Board will meet again on June 30, 1984 and Chapter amendments should reach the Committee Chair well in advance of that date.

If you have any questions on the enclosed Model, please feel free to contact the Chair of the Constitution and Bylaws Committee: Ms. Vivian L. Campbell, Georgetown University, 600 New Jersey Avenue, N.W. Washington, D. C. 20001 (202) 624-8261.

Cordially yours,

[Signature]

WILLIAM H. JEPSON
Executive Director

cc: The Executive Board
Mr. Donald Ziegenfuss, Coordinator, Council of Chapter Presidents
Ms. Vivian L. Campbell, Chair, Constitution and Bylaws Committee
Mr. Nicholas Triffin, Vice-Chair, Constitution and Bylaws Committee
MODEL CHAPTER BYLAWS
AALL COMMITTEE ON CONSTITUTION AND BYLAWS

No Chapter shall adopt a constitution or bylaws inconsistent with the Constitution and bylaws of the Association, or engage in any activity in conflict with the object of the Association.

The Constitution and bylaws of each chapter, whenever adopted or amended shall be submitted to the Association Committee on Constitution and bylaws for review.

AALL Bylaws, Article VIII, §(a)

These Model Chapter Bylaws are intended to be a guide for new chapters drafting a governing document or existing chapters amending an existing document as well as for the AALL Committee on Constitution and Bylaws when reviewing chapter documents under the foregoing provision of the AALL Bylaws.

The following guidelines should be followed with regard to content of certain provisions:

1. Chapter membership provisions should not be more restrictive than AALL membership provisions.

2. AALL membership for chapter presidents should be required in the chapter document.

3. An anti-discrimination provision should be included covering the same categories as the AALL Bylaws.

4. Transmission of amendments of chapter documents to the AALL Committee on Constitution and Bylaws for review.

This list is not intended to imply that there are no other areas of potential conflict. It is intended to give specific guidance in the areas in which conflict most frequently occurs.

In general, except for the provision requiring AALL membership for chapter presidents, provisions in chapter documents which are less restrictive than the AALL provisions and which are not in conflict with the AALL object will not be inconsistent. For example, provided that a chapter's anti-discrimination clause includes all the categories covered by the AALL Bylaws, Article IX, additional categories could be included without being in conflict.

In all cases throughout the model document, language used is recommended rather than required. However, in order to lessen the chance of conflict with the AALL Constitution and bylaws, the chapter constitutions and/or bylaws should be as similar in terminology to the AALL documents as is feasible. In other cases, use of language included in the model could help avoid conflict. The sources for language used in the Model Chapter Bylaws include the AALL Bylaws, various existing chapter documents and Robert's Rules of Order Newly Revised.
The 1981 edition of Robert's Rules of Order Newly Revised, §55, states a preference for a single document. This document is usually called the "bylaws", although "constitution" or "constitution and bylaws" may also be used. In accordance with Robert's, this model has been drawn as a single document entitled "bylaws". This does not mean that a single document is required. It simply reflects the current preferred practice. The same is true of the use of "two-thirds" as the vote required for amendment. Likewise, a chapter may choose to use any of a number of words to describe the organization. For the sake of simplicity, "association" has been used throughout the model document. Individual chapters should substitute "society" or any other word that is appropriate. Similarly, "executive board" has been used to designate the administrative body.

Because of the variation in practice from chapter to chapter, alternative provisions are often supplied. However, the model is meant to be a guideline rather than an exhaustive statement of permissible language. In addition to sample language for use in a chapter's documents, the Committee has provided comments for many sections. These appear in bold type just before the Article or Section to which they apply. They are intended to facilitate use of this model. Any questions about the comments or the text of the model, as well as any suggestions for improvement should be addressed to the Committee, and are welcomed.

It is strongly recommended that a chapter look to the most recent edition of Robert's, or some other suitable authority in reviewing, revising, or writing anew it's fundamental documents. Much valuable information can be found in such a book regarding the purpose and drafting of bylaws, the relation between these documents and other rules of procedure; and, in general, the internal workings of organizations. It is also strongly urged that chapters adopt, and incorporate by reference, a parliamentary authority. This will have the dual effect of (1) allowing the chapter to turn to a generally accepted authority on associations for the resolution of disputes or questions; and (2) permitting the chapter's fundamental document to be considerably less detailed without sacrificing substance and hence, shorter than it otherwise would be.
The Model Chapter Bylaws are divided into the articles listed above for ease in identifying specific issues in drafting. Individual chapters may wish to combine certain articles, such as OFFICERS and NOMINATIONS & ELECTIONS. Many, if not most, chapters will have no need for ARTICLE XII, SPECIAL INTEREST SECTIONS.
ARTICLE I. Name.
The name of this Association shall be (full name), a chapter of the American Association of Law Libraries.

ARTICLE II. Object.
The Association is established for educational and scientific purposes. It shall be conducted as a nonprofit corporation to promote librarianship, to develop and increase the usefulness of law libraries, to cultivate the science of law librarianship and to foster a spirit of cooperation among the members of the profession, particularly those in (geographic area of the chapter).

ARTICLE III. Membership.

Membership in a chapter is governed specifically by Article VIII, §(c) of the AALL Bylaws which reads, in part, "Chapters may accept members who are not members of the Association..." The membership provision must also comply with Article VIII, §(a) which prohibits chapter documents being inconsistent with the AALL documents. These two provisions taken together mean that a chapter's membership provisions may be more liberal than AALL Constitution, Article III, and Bylaws Article I, as in Alternatives 2 and 3 given below, but may not be more restrictive than the AALL provisions.

ARTICLE III. Membership. (ALTERNATIVE I)

Incorporation of the AALL provisions by use of this alternative should eliminate any possibility of conflict, prevent the need for revision whenever AALL amends its requirement; and simplify the language of this document.

Section 1. Membership in this association shall be open to any person or institution eligible for membership in the American Association of Law Libraries. The membership conferred on such person or institution shall be of the same type as that which is or could be conferred by the AALL.

Section 2. Privileges and responsibilities of the various types of membership shall be the same as in the American Association of Law Libraries, except that life members of AALL shall not be automatically exempt from dues.
Section 3. The Association may elect to life membership any of its members who retire from active library work and have reached the age of ___ years, after ___ years of membership in this association.

Section 4. Dues from each class of membership shall be set by the Executive Board and ratified by a majority vote of those members present and voting at the Association's ________ business meeting.

ARTICLE III. Membership. (ALTERNATIVE 2)

Section 1. Membership in the Association shall be open to all persons interested in law libraries or law librarianship.

Section 2. There shall be two classes of membership:

a. Life Members. Those active members who have reached the age of at least ____ years and who have retired from active professional employment related to law libraries may be granted life membership in the Association. Persons so eligible shall be nominated by the Executive Board and their names placed before the membership of the Association at a regular business meeting. The voting membership may then elect any or all of such persons to life membership.

b. Active Members. All others shall become active members upon payment of dues.

Section 3. Life members shall pay no dues. Dues for other classes of membership shall be set by the Executive Board and ratified by a _____ vote of the members voting in a mail ballot.

ARTICLE III. Membership. (ALTERNATIVE 3)

Section 1. Any person interested in law libraries may become a member of the Association by qualifying under the provisions of one of the classes of membership.
There shall be five classes of membership:

a. Regular members. Any person in (geographic area) engaged in or qualified for law library or legislative reference work may be elected to regular membership by the Executive Board upon recommendation of the Membership Committee and payment of dues.

b. Associate members. Any person not connected with a law library who through occupation or profession is interested in law libraries may be elected to associate membership by the Executive Board upon recommendation of the Membership Committee and payment of dues.

c. Honorary members. Upon recommendation of the Nominating Committee, the Association may elect at any election appropriate non-members as honorary members.

d. Life members. Any member who has been a regular member of the Association for at least ___ years, but who has once retired from law library employment may be elected to life membership at any election upon recommendation of the Nominating Committee.

e. Institutional members. Any law library may become an institutional member upon recommendation of the Membership Committee and payment of dues.

f. Student members. A student member shall be any individual enrolled in any degree program related to law librarianship.

Section 2. Dues for each class of membership shall be determined by the Executive Board subject to approval by ______ of the members present and voting at any regular meeting provided that a written notice and an explanation of the proposed dues change shall have been mailed to the members at least ___ days in advance of the meeting.
Section 3. The right to hold office is restricted to regular members. The holding of committee chairmanships is restricted to regular and life members. Voting is restricted to regular, life, and student members. All members shall receive the Association newsletter and the Association directory as part of their membership.

ARTICLE IV. Meetings.

A chapter can hold as many meetings a year as it wishes. One of those meetings should be designated the "annual" meeting when new officers are sworn in. It is suggested that the same formula (either percentage or absolute numbers of members) be used for determining a quorum as for calling a special meeting.

Section 1. Regular Meetings. There shall be at least ___ meeting(s) of the Association each year. This (These) meeting(s) shall be held on (in) ______. The ________ meeting shall be the Annual meeting.

Section 2. Special Meetings. Special meetings of the Association may be called by the President upon receiving a written petition requesting such a meeting, endorsed by at least ___ members in good standing (___ percentage of members in good standing) of the Association.

Section 3. Quorum. ___ members qualified to vote shall constitute a quorum for Association meetings.

Section 4. Voting. The affairs of the Association shall be conducted by the majority vote of members voting unless otherwise provided in the Bylaws.

ARTICLE V. Officers.

This document provides for the traditional four officers. A chapter is not bound to follow this tradition however, and may add or subtract from this number. A chapter may also combine offices, e.g. Secretary/Treasurer. Similarly, the number of consecutive terms any one person can serve, or the lengths of those terms, can be varied according to the chapter's needs. The three alternatives for Section 2, Terms of Office, show different approaches to the question of number and length of terms.
If the chapter adopts a "parliamentary authority" (ARTICLE VIII) and intends it to govern the actions of its officers, that fact should be mentioned in the clause governing officers' duties (see Section 3).

Section 1. The Officers of the Association are the President, Vice President/President Elect, the Secretary, and the Treasurer. All officers of the Association must be members in good standing of the Association, and the President and Vice President/President Elect must be members in good standing of the American Association of Law Libraries. No officer may hold more than one office at a time. No officer may be elected to the same office for more than ___ consecutive terms.

Section 2. Terms of Office. (ALTERNATIVE 1)

Each officer shall be elected to serve a term of office of ___ year(s), or until he or she has been duly succeeded. Each officer's term of office shall begin at the close of the ___ meeting immediately following his or her election, unless otherwise provided by these Bylaws.

Section 2. Terms of Office (ALTERNATIVE 2)

a. President. The Vice President/President Elect shall become President of the Association at the close of the ___ meeting one year following his or her election, and shall serve a term of ___ year(s) except as otherwise provided by these Bylaws.

b. Vice President/President Elect. The Vice President/President Elect shall assume office at the close of the ___ meeting immediately following his or her election, and shall serve a term of ___ year(s) except as otherwise provided by these Bylaws.

c. Secretary. The Secretary shall assume office at the close of the ___ meeting immediately following his or her election, and shall serve a term of ___ year(s) except as otherwise provided by these Bylaws.

d. Treasurer. The Treasurer shall assume office at the close of the ___ meeting immediately following his or her election, and shall serve a term of ___ year(s) except as otherwise provided by these Bylaws.
e. In the event that a successor has not been duly elected or qualified at the end of the term of office specified above, the incumbent shall continue to serve until duly succeeded.

Section 2. Terms of Office. (ALTERNATIVE 3)

The Vice President/President Elect shall become President at the close of the ____ meeting one year following his or her election, and shall serve a term of ____ year(s) except as otherwise provided by these Bylaws. The other officers shall assume office at the close of the ____ meeting immediately following their election, and shall each serve a term of ____ year(s) except as otherwise provided by these Bylaws.

Section 3. Duties of Officers. The officers shall perform those duties assigned to them by these Bylaws, the Executive Board and the parliamentary authority adopted by the Association.

ARTICLE VI. Executive Board.

The chapter is free to establish the membership of the Executive Board, and set terms of office, as it sees fit. The model document provides for the traditional form of an Executive Board: officers of the chapter, immediate past President, and Members-at-Large.

Section 3 spells out the duties of the Executive Board, while making it ultimately subject to the Association. Section 4, on the other hand, specifies the powers that the Board has.

Section 7 calls for the publication of major resolutions and policy decisions of the Board and Association. A chapter may, if it wishes, provide for some other means of disseminating to its members information about these actions.

Section 1. Members. The Executive Board shall be composed of the officers of the Association, the immediate past President and ____ at-large members.

Section 2. Terms of Office.

a. Officers. Executive Board members who are Association officers shall serve a term on the Executive Board corresponding to their term of office.
b. Immediate Past President. The immediate past President shall serve a term of one year on the Executive Board.

c. At-Large Members. At-large Executive Board members shall assume office at the close of the _____ meeting immediately following their election and shall serve a term of _____ year(s).

d. In the event that a successor has not been elected or qualified at the end of the term of office specified above, the incumbent shall continue to serve until properly succeeded.

Section 3. Duties. The Executive Board shall have general supervision of the affairs of the Association between its business meetings, fix the time and place of business meetings, make recommendations to the Association and perform other duties as specified by these Bylaws or the parliamentary authority. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

Section 4. Powers. The Executive Board shall have sole power, on behalf of the Association, or any of its committees or sub-units, to incur indebtedness, solicit funding, make public statements, issue public writings and establish and maintain relations with other organizations.

Section 5. Quorum and Voting. _____ members of the Executive Board shall constitute a quorum. Resolutions of the Executive Board shall be supported by the vote of at least _____ of its members.

Section 6. Meetings. Meetings of the Executive Board shall be called, and the time and place for them set, at the discretion of the President. However, there shall be at least _____ meetings of the Executive Board called and convened between the annual meeting of the Association.
Section 7. Publication of Resolutions. The text of these Bylaws, and all major resolutions and policy decisions of the Association shall be published in

ARTICLE VII. Committees.

This article should provide specifically for the establishment of such standing committees as are known to be required. In addition, provision should be made for establishment of other standing committees or special committees as might be necessary to carry on the work of the organization. This is an article which can vary greatly from chapter to chapter as it is directly related to the needs and activities of the particular organization.

ARTICLE VII. Committees.

Section 1. There shall be such committees and other organizations as the Executive Board shall create or shall be created by a ______ vote of those present and voting at any business meeting of the Association.

Section 2. Committees shall be of two classes: standing committees and special committees.

a. Standing committees shall be as follows: (Bylaws Committee, Continuing Education Committee, Membership Committee, Newsletter Committee, Nominating Committee, Placement Committee, Program Committee, Publicity Committee, Publications Committee, etc.)

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

c. Members of standing committee shall be appointed by the President for a term of ______ year(s), except as otherwise provided in these Bylaws.

Section 3. Each committee shall submit to the Executive Board a written annual report of its activities which shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a committee or as requested by the Executive Board or President. Summaries of the reports shall be published in the _________________.

Section 4. No committee shall incur expenses on behalf of the Association except as authorized by the Executive Board, nor shall any committee commit the Association by any declaration of policy.

Section 5. The President shall be ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII. Parliamentary Authority.

All chapters are urged to adopt a parliamentary authority. Not only is this essential for the orderly conduct of business meetings, but the rules contained in such an authority supplement the Bylaws, allowing for a much simpler document than would otherwise be necessary for the operations of the organization.

Although Robert's is perhaps the best known, and that adopted by AALL, there are other sources and each chapter is free to choose whichever it feels is best suited. This article establishes the parliamentary authority and incorporates it into the Bylaws.

The rules contained in the current edition of __________ shall govern the Association 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 Association may adopt.

ARTICLE IX. Nominations and Elections.

There are many ways for a chapter to constitute a nominating committee, and to divide the duties of mailing and counting ballots. The model bylaws are meant to show some of these alternatives. There are several questions which a chapter ought to bear in mind when drafting this part of its bylaws: appointment of nominating committee - President or Executive Board? (See Section I, subsection a, ALTERNATIVE 2); should current officers or member of the Executive Board be allowed to serve on the nominating committee?; representation of different types of libraries on the nominating committee (See Section I, subsection a, ALTERNATIVE 2); receipt and counting of ballots - nominating committee, President, or Secretary? (See Section I, subsection e); should nominating committee nominate more than one candidate for a position?

Section I, subsection (c) provides for nomination by petition.

Prevision should be made for filling vacant offices. It may be that the chapter will want to fill some vacant positions by appointment, rather than by special election (See Section 2, subsection c, ALTERNATIVE 2 and Section 2, subsection d).
Section I. General Elections.

a. Nominating Committee. (ALTERNATIVE 1) The Executive Board (President) shall appoint a Nominating Committee, consisting of _____ members of the Association.

a. Nominating Committee. (ALTERNATIVE 2) The Executive Board (President) shall appoint a Nominating Committee consisting of _____ members of the Association. The membership of the Nominating Committee shall represent at least (three) types of law libraries.

b. Nominations by the Nominating Committee. The Nominating Committee shall submit nominees to the President at least _____ prior to the _____ meeting.

c. Nominations by Petition. Additional nominations may be made by any member in good standing of the Association by communicating such nomination to the President in writing, endorsed by the signature of at least _____ percent (_______ members) of the Association's members in good standing, at least _____ days prior to the _____ meeting.

d. Mailing of Ballots. Ballots including the names of all persons nominated by the Nominating Committee or by petition shall be mailed to the membership of the Association at least _____ days prior to the _____ meeting.

e. Receipt and Counting of Ballots. Election ballots shall be received by the Nominating Committee (Secretary) (President) within _____ days of the _____ meeting. The Nominating Committee (Secretary) (President) shall then tabulate the results of the election and report these results to the Association.

Section 2. Vacancies and Special Elections.

a. President. In the event that a vacancy occurs in the office of the President, the Vice President/President Elect shall automatically assume the office of the President for the remainder of the term plus one year.
b. Vice President/President Elect. In the event that a vacancy occurs in the office of the Vice President/President Elect, a special election will be held to elect a new Vice President/President Elect to fill the vacancy for the remainder of the term. The Vice President/President Elect thus elected shall duly succeed to the office of the President.

c. Secretary and Treasurer. (ALTERNATIVE I) In the event that a vacancy occurs in the office of the Secretary or in the office of the Treasurer, a special election will be held to elect a new Secretary or Treasurer to fill the vacancy for the remainder of the term.

c. Secretary and Treasurer. (ALTERNATIVE 2) In the event that a vacancy occurs in the office of the Secretary or the office of the Treasurer, the Executive Board shall appoint a member to fill that office for the remainder of the term.

d. Executive Board Members-At-Large. In the event that a vacancy occurs in an at-large membership of the Executive Board, a replacement shall be appointed by the President (Executive Board) for the remainder of the term.

e. Special Elections. Special elections shall be held within ___ days of a vacancy occurring, and shall observe the procedures established for general elections.

Section 3. Voting. General and special elections shall be decided by the majority vote of the members voting.
ARTICLE X. Amendment of Bylaws.

Amending procedures can vary greatly, but governing clauses typically specify notice, the number of votes necessary for adoption (Robert's prefers two-thirds), and procedure for offering and acting upon proposed amendments.

ARTICLE X. Amendment of Bylaws. (ALTERNATIVE 1)

Section 1. These bylaws may be amended at any regular meeting of the Association by a two-thirds vote, provided that the amendment has been submitted in writing at the previous meeting.

Section 2. Amendments to these bylaws shall be submitted to the American Association of Law Libraries Committee on Constitution and Bylaws by the President (Secretary) upon adoption by the membership of the Association.

ARTICLE X. Amendment of Bylaws. (ALTERNATIVE 2)

Section 1. Amendments to the Bylaws must be proposed by the Executive Board or by petition signed by no fewer than ____ members of the Association. Such proposed amendments must be filed with the Secretary ____ days before a regularly scheduled business meeting and a notice setting forth the wording of the proposed amendment shall be sent by the Secretary to all members not later than ____ days prior to such meeting.

Section 2. If two-thirds of the members present and voting at such meeting are in favor of the amendment proposed, as it may be amended, consistent with the purpose of the original proposal, it shall stand adopted.

Section 2. (ALTERNATIVE 3) Ballots shall be mailed by the Secretary to the members immediately following the meeting at which the amendments were discussed. The Executive Board shall specify the time for closing the balloting, but in no case shall it be less than ____ days after the mailing of the ballots. A vote of two-thirds of the active membership shall be required for any amendment of the Bylaws.
Section 2. **(ALTERNATIVE 4)** If approved by a majority of the members present and voting at the meeting, the amendment shall be submitted to the entire membership for final decision by mail ballot.

These Bylaws may be amended by a two-thirds vote of the returned mail ballots sent to the entire membership provided that at least ___ percent shall have voted.

Section 3. Amendments to these Bylaws shall be submitted to the American Association of Law Libraries Committee on Constitution and Bylaws by the President (Secretary) upon adoption by the membership of the Association.

**ARTICLE XI. Antidiscrimination.**

The categories named here are those in the AALL Bylaws, Article IX, and must be included in the Bylaws of any chapter. Additional categories may be added by any chapter which so desires.

Neither membership, nor full participation in the activities of this Association, shall be denied to any person on account of race, color, religion, sex, national origin, or disability.

**ARTICLE XII. Special Interest Sections.**

Since only one of the existing chapter documents available to the Committee has provision for Special Interest Sections, and that document adheres very closely to AALL Bylaws ARTICLE VII, specific language is not given here. Chapters are referred to the AALL provision for a model in drafting. The most important points to cover in such a provision are fiscal matters and subordination to the Association (See also Article VII Committees).
PROPOSED AMENDMENT TO SEALL CONSTITUTION

ARTICLE III MEMBERSHIP

Section 1. Any person or institution residing in the Southeastern region interested in law libraries may become a member of the Chapter by complying with the provisions of the bylaws.

Section 2. Any person, company or institution with an interest in supporting the activities of the Chapter located or residing outside of the Southeastern region may become an associate member by complying with the provisions of the bylaws.

Section 3. The Southeastern region includes Puerto Rico and the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia and such other states as may be added.

PROPOSED AMENDMENT TO SEALL BYLAWS

To amend ARTICLE I, Section 1 (c)

  c. Associate Members

  Persons, companies and institutions not connected with law libraries, residing in or outside of the Southeastern region, or connected with law libraries but residing outside of the region may be elected to associate membership by the Executive Committee and shall pay annual dues.
PROPOSED AMENDMENT TO CONSTITUTION AND BYLAWS

In accord with Section 1, Article IV of the Bylaws of the Southeastern Chapter of the American Association of Law Libraries, proposed amendments to the constitution or bylaws shall be sent to all members through the mail at least thirty days prior to the balloting. In accord with Section 2, Article IV, voting shall take place at the San Diego meeting and two-thirds of all members present must vote in the affirmative in order for the amendment to be adopted.

The proposed amendment to the Constitution is to Article III regarding membership. The purpose of this amendment is to recognize the existence of associate member status for anyone living outside of the Chapter's regional boundaries. This will allow for individuals who desire to receive our newsletter the opportunity to join for that purpose. Such is not the case with the current constitution.

The proposed change to the bylaws involves an amendment to Article 1, Section 1 (c) allowing for associate member status for anyone residing outside of the region who wishes to join anyone inside the region who is not connected with a law library.

The Executive Board wishes to express its appreciation to William Grady and Steve Thorpe who served on the Constitution and Bylaws Committee for 1983-1984.
ARTICLE III MEMBERSHIP

Section 1. Any person or institution residing in the Southeastern region interested in law libraries may become a member of the Chapter by complying with the provisions of the bylaws.

Section 2. Any person, company or institution with an interest in supporting the activities of the Chapter located or residing outside of the Southeastern region may become an associate member by complying with the provisions of the bylaws.

Section 3. The Southeastern region includes Puerto Rico and the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia and such other states as may be added.
PROPOSED AMENDMENT TO SEALL BYLAWS

To amend ARTICLE I, Section 1 (c)

c. Associate Members

Persons, companies and institutions not connected with law libraries, residing in or outside of the Southeastern region, or connected with law libraries but residing outside of the region may be elected to associate membership by the Executive Committee and shall pay annual dues.
Mr. Edmund Edmonds  
Library Director  
Marshall-Wythe Law Library  
College of William and Mary  
Williamsburg, Virginia 23185

Dear Ed,

Enclosed please find our Committee's proposed amendments to the SEALL Constitution and Bylaws on the issue of "associate members." We think that this will take care of the problems you have brought to our attention about these members from outside the region.

Both Steve Thorpe and I agree that the mail ballot question needs to be addressed. We are working on a proposal on that issue to submit to the Executive Committee in the near future.

I have a feeling this amendment is too late to be voted on at the Nashville meeting. However, pursuant to the Bylaws, Article IV, Section 1, we are submitting the proposed amendment to you as Secretary/Treasurer "at least 30 days before a Chapter meeting." It would be constitutional to hold a mail ballot, although because of the lack of a bylaw, it is ambiguous how to conduct one from certain standpoints.

Sincerely,

William Grady, Chair  
SEALL Constitution and Bylaws Committee

Eacl.

copy: Steven Thorpe
April 26, 1984

Mr. Edmund Edmonds
Library Director
Marshall-Wythe Law Library
College of William and Mary
Williamsburg, Virginia 23185

Dear Ed,

While Steve Thorpe and I were closely reading the SEALL Constitution and Bylaws in preparation for proposing the membership changes, we came across certain other troublesome language. As we understand our role as the Constitution and Bylaws Committee, it is our responsibility not just to address the question at hand, but to review the Constitution as a whole and point out any problems we identify. Accordingly, enclosed you will find three proposed amendments that we wish to submit for consideration by the Executive Board.

We have identified three areas of concern. The first two relate to powers granted by the Constitution but not backed up by the Bylaws. The third is a proposal for a simple change in language in Article V of the Constitution. Following is an explanation of our proposals; the proposed text is attached as an appendix to this letter.

Mail Ballots on Amendments and Bylaws Changes

Articles IX and X of the SEALL Constitution, when referring to amendments to the Constitution or Bylaws, both contain the following language:

"...voting in a ballot conducted by mail in the manner provided in the bylaws, or at a meeting...".

However, the corresponding article of the Bylaws, Article IV, is silent on the manner of conducting a mail ballot. It only addresses voting at meetings, though it does provide for notice to be sent by mail.

Mail ballots are very convenient for the conduct of business in such a far-flung organization as SEALL. Voting for officers is done by mail. As the Constitution permits mail ballots for constitutional amendments and bylaw changes, we suggest that the bylaws be changed to permit such. There is no need to enumerate cumbersome mail ballot procedures. The Executive Board should have discretion to establish the specific procedures.
Accordingly, we propose that Bylaws Article IV be amended by adding to it new sections 2 and 3 and renumbering old section 3 to new section 4.

Special Elections

Article V of the Constitution authorizes special elections in the event that an office becomes vacant during that officer's term. We feel that there should be a bylaw that specifically speaks to these special elections to take care of any ambiguities that might arise concerning the conduct of a special election.

Accordingly, we propose that Article III of the Bylaws be amended by adding to it a new section 3 to address special elections.

Language Changes in Constitution

Constitutions are normally written in emphatic, forceful language. The provisions are meant to compel the organization to operate in accord with the provisions. Weak language has no part in a constitution because it does not impart a mandatory nature to the provisions.

In the Constitution, Article V certain weak language has crept into the provisions about special elections. Its presence weakens the intent of the provisions and might lead to ambiguities in case a special election was needed. The text reads like the explanation of a constitutional provision, rather than like a constitutional provision.

We suggest that the words "would" which is used three times and "could" which is used once in Article V be replaced by "shall". These two words are weak and have no place in this provision. Although this appears to be a mere cosmetic change, it makes our constitution read forcefully and makes it more "constitutional" in appearance. I should also point out that Article V is the only place in the Constitution or Bylaws where such weak language is present.

We are proposing these amendments to you for consideration by the Executive Board. I have no idea if they can be acted on in the near future or even during this Board's term. Both Steve Thorpe and I feel that we should get these problems on the record. We urge you to consider them and propose them for ballot by the membership.

Sincerely,

William Grady, Chair
SEALL Constitution and
Bylaws Committee

encl.
Copy: Steve Thorpe
Appendix: Text of Proposed Amendments to SEALL Constitution and Bylaws

1. Mail Ballots on Amendments and Bylaws Changes

Article IV of the Bylaws is proposed to read:

Article IV. Amendments and Bylaws:

Section 1.
Any proposed amendments to the Constitution and Bylaws shall be filed with the secretary/treasurer at least 30 days before a Chapter meeting, and notice shall be sent to all members through the mail at least 30 days prior to balloting.

Section 2.
The Executive Committee shall specify the procedures for holding a mail ballot and shall specify the time for closing the balloting, but in no case shall it be less than 30 days after the mailing of the ballots.

Section 3.
If two-thirds of the members voting by ballot through the mail or two-thirds of the members present and voting at the Chapter meeting be in favor of such an amendment, it shall stand adopted.

Section 4.
Meetings of the Chapter and Executive Committee shall be conducted in accordance with Robert's Rules of Order except as otherwise specified by the Chapter Constitution or Bylaws.
2. Special Elections

Article III is proposed to be amended by adding Section 3:

Section 3: Special Elections

Elections of officers in a special election shall follow the same procedure as stated in sections 1 and 2 of this article except the method of balloting may be by mail or at the next Chapter meeting, at the discretion of the Executive Committee.
3. Language Changes in Constitution, Article V, Sec. 2 through 4

Proposal to delete weak language:

Section 2. In the event that the president resigns prior to the completion of a regular term, or is otherwise unable to perform the duties of the office in the judgment of the Executive Committee, the vice-president - president elect shall automatically assume the presidency and shall serve therein until his original presidential term would have expired, or for no more than two years, whichever is shorter. A special election would be held to fill the office of vice president - president elect upon the assumption of the office of president by the vice-president - president elect.

Section 3. In the event that the office of vice-president - president elect should become vacant for any other reason than specified in Section 2 above, a special election would be held to fill that office for the remainder of the unexpired term. If the office of secretary/treasurer becomes vacant for any reason, a special election would be held to fill that office for the remainder of the unexpired term.

Section 4. These special elections would be held by mail or at the next Chapter meeting, at the discretion of the Executive Committee.

Section 5. No officer shall hold more than one office in this Chapter at one time, nor shall the president hold office for more than two consecutive terms.

Section 6. Terms of office. All officers shall be installed at the conclusion of the chapter meeting following their election or appointment and serve until their successors are elected or appointed, and qualified.

ARTICLE VI: EXECUTIVE COMMITTEE.

The officers shall together act as the Executive Committee and as such direct the activities of the Chapter subject to the provisions of this Constitution and the bylaws and in accordance with the policies agreed upon by the members. The immediate past president shall serve on the Executive Committee.