

# **Bylaws of the Law Librarians' Society of Washington, D.C., Inc.**

(As Amended Through June 1, 2016)

With Annotations of All Changes to the Bylaws Since They Were Enacted in 1988

**2016 Amendment:** *Replaced* straight quotes and apostrophes with proper marks throughout. *Regularized* section headings and captions throughout. *Replaced* numbers with the numbers spelled out accompanied by digits in parentheses throughout. These global changes are not indicated below in the annotations.

## **ARTICLE I. Name**

The name of this organization shall be the Law Librarians' Society of Washington, D.C., Inc. (the "Society"). It is a chapter of the American Association of Law Libraries ("AALL").

## **ARTICLE II. Object**

The Society is established for educational, informational and scientific purposes. It shall be conducted as a nonprofit corporation to promote librarianship; to develop and increase the effectiveness of law librarians; to cultivate the profession of law librarianship; to foster a spirit of ethical cooperation among members of the profession; and to provide for the further continuing education of law librarians.

**1994 Amendment:** *Added* word "ethical" before cooperation.

## **ARTICLE III. Membership, Dues, Rights and Privileges**

*Section 1.* Membership. Any person interested in law libraries may become a member of the Society by election to membership by the Executive Board (the "Board") and payment of dues.

**2016 Amendment:** *Transferred* language "upon recommendation of the Membership Committee" which appeared before "and payment of dues," to the *Procedures Manual*. The prior version read:

Any person interested in law libraries may become a member of the Society by election to membership by the Executive Board (the "Board") upon recommendation of the Membership Committee and payment of dues.

**2013 Amendment:** *Amended* each subsequent sub-section to remove language: "by election to membership by the Executive Board upon recommendation of the Membership Committee and payment of dues," and placed this language into Section 1. Prior version read:

Any person interested in law libraries may become a member of the Society by qualifying under the provisions of one of the classes of membership.

*Section 2.* Membership Classes. There shall be six classes of membership:

**2013 Amendment:** *Changed* number of membership classes from seven to six.

**1995 Amendment:** *Changed* number of membership classes from six to seven.

**1993 Amendment:** *Changed* number of membership classes from five to six.

## A. Regular Members. Any person who:

- (1) is employed by a law library,
- (2) is officially connected with a government library,
- (3) is employed in a general library having a separately maintained law section, or
- (4) is a provider of library services on an independent contract basis.

**2016 Amendment:** *Removed* the requirement of local residence by striking "in the District of Columbia, Maryland, or Virginia" from before "who" in the introduction. This is to allow librarians outside the area who remotely serve branches in DC to join, and for those who relocate to remain active. *Changed* final punctuation in first three numbered subsections to commas. The prior text read:

## A. Regular Members. Any person in the District of Columbia, Maryland, or Virginia who:

- (1) is employed by a law library;
- (2) is officially connected with a government library;
- (3) is employed in a general library having a separately maintained law section; or
- (4) is a provider of library services on an independent contract basis.

**2013 Amendment:** *Removed* old Section (4) and *added* new Section (4). Former text read:

- (4) was engaged in such work within the last seven years.

**2013 Amendment:** *Removed* this paragraph that followed section (4):

may be elected to Regular membership by the Executive Board (the "Board") upon recommendation of the Membership Committee and payment of dues. A Regular Member shall have the right to vote, the right to belong to a Special Interest Section (the "SIS") and to hold any elective or appointive office (including committee chair) in the Society. All Regular Members shall have access to Law Library Lights and the Membership Directory as part of their membership.

This material is placed in different parts of Article III.

**2007 Amendment:** *Changed* the word "receive" to "have access to" before "Law Library Lights, etc."

**1993 Amendment:** *Renamed* this class "Regular Members" from "Full Members". In the body of the text following (4) each occurrence of the word "regular" was added by this amendment.

## B. Institutional Members. Any law library in the District of Columbia, Maryland or Virginia may become an institutional member upon payment of annual dues. The annual dues shall be based on the number of memberships purchased by the institutional member, who will own the memberships. The library shall designate individuals as members and have the authority to transfer the membership to other library staff members. Such designated members shall have the rights and privileges of Regular Members.

**2016 Amendment:** *Changed* "Library Director" to "library" in the third sentence. The prior version of the third sentence read:

The Library Director shall designate individuals as members and have the authority to transfer the membership to other library staff members.

**1995 Amendment:** *Added* Section B on Institutional Members.

- C. Retired Members. Any person who has retired from law library work and has been a Regular or Institutional Member of the Society for at least five (5) consecutive years may be elected to Retired membership.  
A person who is currently employed as a non-library employee of the information industry is not eligible for election as a Retired Member.

**2013 Amendment:** *Removed* category of Sustaining Member and *replaced* it with new section for "Retired Members." *Added* second sentence to specifically exclude those who left the librarian field to work in the information industry from being considered a Retired Member. The former text of C read:

C. Sustaining Members. Any person who otherwise qualifies as a Regular Member but who resides outside the District of Columbia, Maryland, or Virginia may be elected to Sustaining membership by the Executive Board upon recommendation of the Membership Committee and payment of dues. All Sustaining Members shall have access to Law Library Lights and the Membership Directory as part of their membership

**2007 Amendment:** *Changed* the word "receive" to "have access to" before "Law Library Lights, etc."

**1995 Amendment:** *Renumbered* from Section B to Section C.

**1993 Amendment:** *Added* this section (then section B).

- D. Associate Members. Any person who through occupation or profession is interested in law libraries and law librarianship but does not qualify for any other class of membership may be elected to Associate membership.

**2013 Amendment:** *Removed* qualifying text and also text about election by the Board and privileges of this class of membership. Former section read:

D. Associate Members. Any person not qualifying for Regular, Sustaining, Student, or Life membership and who through occupation or profession is interested in law libraries and law librarianship may be elected to Associate membership by the Board upon the recommendation of the Membership Committee and payment of dues. All Associate Members shall have access to Law Library Lights and the Membership Directory as part of their membership.

**2007 Amendment:** *Changed* the word "receive" to "have access to" before "Law Library Lights, etc."

**1995 Amendment:** *Renumbered* from Section C to Section D.

**1993 Amendment:** *Renumbered* from Section B to Section C. *Added* word "Associate" in last sentence, as well as words "Sustaining" and "Life" in first sentence. The prior text read:

Associate Members. Any person not qualifying for regular or student membership who, through occupation or profession is interested in law libraries and law librarianship may be elected to Associate membership by the Board upon the recommendation of the Membership Committee and payment of dues. All members shall receive Law Library Lights and the Membership Directory as part of their membership.

- E. Student Members. Any person enrolled in a degree program in library or information science or law may be elected to Student membership. Membership in this category is limited to five consecutive years.

**2013 Amendment:** *Removed* the restriction to D.C., Maryland and Virginia for schools as well as text about election and privileges of this class of membership. *Limited* Student membership to only 5 consecutive years. The former section read:

E. Student Members. Any person enrolled in a degree program in library or information science or law school in the District of Columbia, Maryland, or Virginia may be elected to Student membership by the Board upon recommendation of the Membership Committee and payment of dues. A Student Member shall have the right to vote and the right to belong to an SIS. All Student Members shall have access to Law Library Lights and the Membership Directory as part of their membership.

**2007 Amendment:** *Changed* the word “receive” to “have access to” before “Law Library Lights, etc.”

**1995 Amendment:** *Renumbered* from Section D to Section E.

**1993 Amendment:** *Renumbered* from Section C to Section D. *Added* word “Student” in last sentence.

- F. Honorary Members. The Board may vote to approve any member of the Society to an honorary lifetime membership based on their dedication and service to the Society. The Board may also vote to approve appropriate non-Members as Honorary Members.

**2016 Amendment:** *Restored* language inadvertently left out of 2013 revision as to allow the awarding of honorary memberships to current members. *Moved* language “Upon recommendation of the Nominations Committee” from the beginning of Section F to Article VII, Section 1. The prior version read:

Honorary Members. Upon recommendation of the Nominations Committee, the Board may vote to approve appropriate non-Members as Honorary Members.

**2013 Amendment:** *Renumbered* old Section G to new Section F. The old Section F, Life Members, was *removed*, see below.

**2002 Amendment,** effective June 1, 2003: *Substituted:* “...the Board may vote to approve appropriate non-Members as Honorary Members.” for “...the Society may elect at any election appropriate non-Members as Honorary Members.” *Removed last sentence which read:* “All Honorary Members shall receive Law Library Lights and the Membership Directory as part of their membership.”

**1995 Amendment:** *Renumbered* from Section F to Section G.

**1993 Amendment:** *Renumbered* from Section E to Section F. *Added* word “Honorary” in last sentence

#### **Changes to Former Section F: Life Members:**

**2013 Amendment:** *Removed* section and the category of Life Member. The text prior to removal read:

F. Life Members. Any person who has been a Member of the Society for at least five years but who has retired from law library or legislative reference employment and who has reached age 55 may be elected to Life Membership at any election upon the recommendation of the Nominations Committee. A Life Member shall have the right to belong to an SIS. All Life Members shall have access to Law Library Lights and the Membership Directory as part of their membership.

**2007 Amendment:** *Changed* the word “receive” to “have access to” before “Law Library Lights, etc.”

**1995 Amendment:** *Renumbered* from Section E to Section F.

**1992-93(?) Amendment:** *Amended* the privileges of membership of Life Members. The former text of second sentence of this section read: “A Life Member shall have the right to vote and to hold appointive office (including committee chair) and the right to belong to an SIS.”

**1993 Amendment:** *Renumbered* from Section D to Section E. *Added* word “Life” in last sentence.

**1988 Amendment (?):** In the text as printed in the 1988-89 Membership Directory, the first sentence reads “... who has been a full member of the Society...” This wording was absent from the initial Proposed Bylaws (1988) as printed in *Lights*, May/June 1998, and is absent from the Bylaws in every subsequent Membership Directory.

*Section 3.* Rights and Privileges of Members. All Members except Associate and Honorary Members shall have the right to vote and to hold any elected or appointed office (including committee chair) in the Society. All Members shall have the right to belong to a Special Interest Section. All previously elected Life Members retain all rights and privileges that pertained at the time Life Membership was granted.

**2016 Amendment:** *Changed* provision in second sentence to allow all members to join an SIS and tightened related language. *Changed* “elective or appointive office” to “elected or appointed office” per recommendation of AALL Bylaws Committee after its review. *Removed* language about *Lights* and the Directory, transferring it to the *Procedures Manual*. (This latter provision dated back to when these items were in print, and thus pricey. *Lights* is now open access and the directory is in a members-only section of the website.) The prior version read:

All Members except Associate and Honorary Members shall have the right to vote, the right to belong to a Special Interest Section (“SIS”) and to hold any elective or appointive office (including committee chair) in the Society.

Associate Members shall have the right to belong to a Special Interest Section.

All previously elected Life Members retain all rights and privileges that pertained at the time Life Membership was granted.

All Members shall have access to Law Library Lights and the Membership Directory as part of their membership.

**2013 Amendment:** *Added* this section. Formerly these rights and privileges were enumerated after each class of membership. This section also guarantees that any rights granted to the Society’s Life members will continue.

*Section 4.* Dues.

A. Membership Term. Dues for each Member are annual. Each membership period runs for one calendar year from date of payment by the Member.

B. Dues Levels. Dues for each class of membership in the Society shall be determined by the Board, subject to approval by two-thirds of the Members present and voting at any Regular Meeting of the Society or by ballot distributed to all voting Members. Written notice and an explanation of the proposed dues change shall be distributed to the Members at least ten (10) days in advance of the meeting or balloting.

C. Reinstatement After Lapse in Dues Payment. Members suspended for nonpayment of their annual membership dues may be reinstated at any time upon payment of their dues. The annual membership period for such reinstated Members shall run from the date of actual payment of dues.

**2016 Amendment:** *Merged* prior Sections 4 and 5, with Section 4 becoming Subsection B to the merged section, the remainder of which was found in Section 5. Some language was *reworded* for clarity per recommendation of AALL Bylaws Committee after its review. The prior version of the two dues sections read:

Section 4. Dues for each class of membership in the Society shall be determined by the Board, subject to approval by two-thirds of the Members present and voting at any regular meeting of the Society, provided that a written notice and an explanation of the proposed dues change shall have been distributed to the Members at least ten (10) days in advance of the meeting.

Section 5. Dues:

A. Dues for each Member are annual. Each membership period runs for one calendar year from date of payment by the Member.

B. Notice of dues shall be sent to each Member by the Society thirty (30) days prior to the expiration of the Member's annual membership period. A notice of non-receipt of dues shall be sent seven (7) days prior to, and another notice shall be sent seven (7) days after the expiration of the Member's annual membership period. Members who have not made payment by thirty (30) days after the expiration of their membership period shall be suspended from membership without further notification.

C. Suspended Members may be reinstated at any time upon payment of their annual membership dues. The annual membership period for such reinstated Members shall run from the date of actual payment of dues.

**2013 Amendment:** *Renumbered* former Sections 3 and 4 to Sections 4 and 5 after insertion of new Section 3 on Rights and Privileges of Members.

**2007 Amendment:** *Modified* prior Section 4 (later 5) in its entirety to conform the Bylaws to the use of an automated system for payment of dues. Amendment also makes membership renewals annual on payment date rather than fixed to the Society's fiscal year. Prior to the amendment, the section read in its entirety:

Notice of dues shall be sent to Members by the Corresponding Secretary at least forty-five (45) days prior to the beginning of the Society's fiscal year. A notice of non-receipt of dues shall be sent thirty (30) days after the beginning of the Society's fiscal year. Members who have not made payment by sixty (60) days after the beginning of the Society's fiscal year shall be suspended from membership without further notification. Suspended Members may be reinstated at any time upon payment of the full current year's dues.

**2005 Amendment:** In prior Section 3 (later 4, currently Subsection B), *substituted* "distributed" for "mailed."

**1995 Amendment:** *Modified* prior Section 4 (later 5) and made specific time limits on dues payment and for dues to be paid before the end of the prior fiscal year. *Added:* 45 days' time in the first sentence, 30 days for notice of non-receipt of dues in second sentence and suspension after only 60 days in the third sentence. Prior Section 4 read in its entirety:

Notice of dues shall be sent to Members by the Corresponding Secretary at the beginning of the Society's fiscal year. A notice of non-receipt of dues shall be sent sixty (60) days after the beginning of the Society's fiscal year. Members who have not made payment by ninety (90) days after the beginning of the Society's fiscal year shall be suspended from membership without further notification. Suspended Members may be reinstated at any time upon payment of the full current year's dues.

#### **ARTICLE IV. Executive Board**

**2016 Amendment:** *Revised* caption. Prior version read: "Officers, Directors and Executive Board."

*Section 1.* Composition of the Executive Board. The Executive Board shall consist of a President, a Vice-President/President-Elect, an Immediate Past President, and seven (7) other members whose duties are determined by a vote of the Board. The Vice-President/President-Elect shall serve for three (3) years, the second year as President, the third as Immediate Past President. The other members shall serve two (2) years, four (4) to be elected in even-numbered years and three (3) in odd-numbered years. The terms shall commence June 1. The Vice-President/President-Elect and the President must be members of the AALL.

**2016 Amendment:** *Revised* Board structure to allow Board to determine what officers are needed. *Set* terms to begin June 1 per existing policy. *Added* subheading. The prior version read:

The officers shall consist of a President, a Vice-President/ President-Elect, the Immediate Past President, a Corresponding Secretary, a Recording Secretary, a Treasurer, and an Assistant Treasurer/Treasurer-Elect. The Vice-President/President-Elect shall serve for three years, the second year as President, the third as Immediate Past President. The Corresponding Secretary and the Recording Secretary shall each serve two years. The Assistant Treasurer/Treasurer-Elect shall serve for two years, the second year as Treasurer. Officers and Directors shall be announced at the Annual Meeting and shall be declared elected and shall assume office immediately. The Vice-President/President-Elect and the President must be members of the AALL.

**2002 Amendment:** *Added:* “and Directors shall be announced...”.

**1998 Amendment.** This amendment *returned* the Immediate Past President to the Board and readopted the prior language of this section of the Bylaws, with the addition of the Immediate Past President as an Officer. Prior to 1995 the Immediate Past President was only a member of the Executive Board. See, below, for pre-1995 language.

**1997 Amendment:** *Changed* the caption title from “Officers and Board of Directors” to “Officers, Directors and Executive Board.” **Editor’s Note:** This change was not reflected in Membership Directory version of Bylaws at any time.

**1995 Amendment:** This amendment *removed* the Immediate Past President as a member of the Board of the Society. Section 1 read during this time (1995-1998):

The officers shall consist of a President, a Vice-President/President-Elect, a Corresponding Secretary, a Recording Secretary, a Treasurer, and an Assistant Treasurer/Treasurer-Elect. The Vice-President/President-Elect shall serve for two years, the second year as President. The Corresponding Secretary and the Recording Secretary shall each serve two years. The Assistant Treasurer/Treasurer-Elect shall serve for two years, the second year as Treasurer. Officers shall be announced at the Annual Meeting and shall be declared elected and shall assume office immediately. The Vice-President/ President-Elect and the President must be members of the AALL.

**Pre-1995 Amendment text of Section 1:**

The officers shall consist of a President, a Vice-President/President-Elect, a Corresponding Secretary, a Recording Secretary, a Treasurer, and an Assistant Treasurer/Treasurer-Elect. The Vice-President/President-Elect shall serve for three years, the second year as President and the third year on the Board as Immediate Past President. The Corresponding Secretary and the Recording Secretary shall each serve two years. The Assistant Treasurer/Treasurer-Elect shall serve for two years, the second year as Treasurer. Officers shall be announced at the Annual Meeting and shall be declared elected and shall assume office immediately. The Vice-President/ President-Elect and the President must be members of the AALL.

**1991 Amendment:** *Added* the office of Assistant Treasurer/Treasurer Elect. The text of the pre-1990 section is:

The officers shall consist of a President, a Vice-President/President-Elect, a Corresponding Secretary, a Recording Secretary, and a Treasurer. The Vice-President/President-Elect shall serve for three years, the second year as President and the third year on the Board as Immediate Past President. The Corresponding Secretary and the Treasurer shall each serve two years, being elected in alternate years. The Recording Secretary shall serve for two years. Officers shall be announced at the Annual Meeting and shall be declared elected and shall assume office immediately. The Vice-President/ President-Elect and the President must be members of the AALL.

*Section 2.* Executive Board Meetings. Meetings of the Board shall be held at the call of the President. A quorum shall consist of a majority of the Board. Business transacted at the meetings of the Board shall be reported regularly to the membership.

**2016 Amendment:** *Removed* all but the last sentence as part of revision of Board structure to allow Board to determine what officers are needed. *Merged* with following section setting quorum and *added*



language regarding reporting on meetings. *Added* subheading reflecting the content of the remaining language. *Pulled in* last sentence from Section 4 (old Section 5). The prior version read:

Section 2. There shall be an Executive Board (the "Board"), which shall consist of the officers and three Directors, who shall be elected for a term of two years, two in even numbered years and one in odd numbered years. The Chairs of the Society's Special Interest Sections shall be non-voting ex-officio members of the Board. Meetings of the Board shall be held at the call of the President.

Section 3. A quorum shall consist of a majority of the Board.

**1998 Amendment.** *Added* Section 3 regarding quorums. *Placed* an interim Section 2 in the Bylaws, effective June 1, 1998, and expiring May 31, 1999 when it was to be replaced by the permanent wording in the current section 2, above. This was to allow for the end of service for the fourth Director to be replaced by the return of the Immediate Past President to the Executive Board.

Interim Section 2: There shall be an Executive Board (the "Board") which shall consist of the Officers and four Directors. The Chairs of the Society's Special Interest Sections shall be non-voting ex-officio members of the Board. Meetings of the Board shall be held at the call of the President. This interim section will expire on May 31, 1999.

**1997 Amendment:** *Removed* the words "members of the Board of" before the word "Directors."

**1995 Amendment:** *Added* an additional fourth Director to maintain the same number of Board members replacing the Immediate Past President who had been removed as a Board Member. *Reduced* the term of office of a Director from three to two years, which remains the term today. Section 2 read as follows (1995-1998):

There shall be an Executive Board (the "Board") which shall consist of the Officers and four members of the Board of Directors, two of whom shall be elected at each election for a term of two years. The Chairs of the Society's Special Interest Sections shall be non-voting ex-officio members of the Board. Meetings of the Board shall be held at the call of the President.

[The words "members of the Board of" were removed by the 1997 Amendment, above.] Pre-1995 text:

There shall be an Executive Board (the "Board"), which shall consist of the officers, the Immediate Past President, and three members of the Board of Directors, one of whom shall be elected at each election for a term of three years. The Chairs of the Society's Special Interest Sections shall be non-voting ex-officio members of the Board. Meetings of the Board shall be held at the call of the President

*Section 3.* Open Meetings. Executive Board meetings shall be open to Members. The President may call the Executive Board into executive session when it is deemed appropriate for the proper conduct of business. At the request of the President, others may be invited to attend.

**2016 Amendment:** *Renumbered* from Section 4 to Section 3. *Added* first sentence and caption. *Changed* "Officers and Directors of the Board" to "Executive Board." The prior version read:

The President may call the Officers and Directors of the Board into executive session when it is deemed appropriate for the proper conduct of business. At the request of the President, others may be invited to attend.

**1998 Amendment.** *Renumbered* from Section 3 to Section 4.

**1997 Amendment.** This section was *added* to the Bylaws.

*Section 4.* Duties. The duties of the Executive Board shall be set forth in the *Procedure Manual* supplemented, if necessary, by the Rules of Order adopted by AALL.

**2016 Amendment:** *Renumbered* from Section 5 to Section 4. *Revised* wording per recommendation of AALL Bylaws Committee after its review. *Incorporated* AALL's adopted manual by reference, to alleviate need to amend Society Bylaws in the future should AALL adopt a difference set of procedures. *Relocated* sentence about reporting on the meeting to Section 2 of this article. The prior version read:

The duties of the officers and Directors shall be those usually assigned to such offices as set forth in the latest edition of Sturgis' Standard Code of Parliamentary Procedure and as outlined in the current edition of the Society's Procedures Manual. Business transacted at the meetings of the Board shall be reported regularly to the membership via Law Library Lights.

**Editor's Note:** The reference should be to the *Procedures Manual*.

*Section 5.* Fiduciary Duty. The Executive Board shall use ordinary care and reasonable diligence, but shall not be personally liable for any debts, loss or diminution of the Society's funds because of any mistake in judgment or other act or failure to act in the good faith performance of their duties, nor for any act or failure to act of any one or more of the other Executive Board members or of any officer selected by and acting on behalf of the Society. Each of the Executive Board members shall be entitled to rely upon any document believed to be genuine and to have been made, executed or delivered by the proper parties purporting to have made, executed or delivered the same, and shall be entitled to rely on the correctness of the information or statements contained therein without any duty to make any investigation or inquiry as to the correctness of the same. The Executive Board may from time to time consult with the accounting, legal and other counsel retained by the Society and shall be entitled to rely upon such advice of such counsel in their respective fields of competence.

**2016 Amendment:** *Renumbered* from Section 6 to Section 5. *Added* caption. *Changed* "officers and Directors" to "Executive Board members" and "Executive Board." *Changed* "other act of failure" to "other act or failure" to correct typographical error introduced sometime between 1995 and 1997. The prior version read:

The officers and Directors shall use ordinary care and reasonable diligence, but shall not be personally liable for any debts, loss or diminution of the Society's funds because of any mistake in judgment or other act of failure to act in the good faith performance of their duties, nor for any act or failure to act of any one or more of the other Directors or of any officer selected by and acting on behalf of the Society. Each of the officers and Directors shall be entitled to rely upon any paper or document believed to be genuine and to have been made, executed or delivered by the proper parties purporting to have made, executed or delivered the same, and shall be entitled to rely on the correctness of the information or statements contained therein without any duty to make any investigation or inquiry as to the correctness of the same. The officers and Directors may from time to time consult with the accounting, legal and other counsel retained by the Society and shall be entitled to rely upon such advice of such counsel in their respective fields of competence.

**1998 Amendment:** *Renumbered* Section 5 to Section 6.

**1997 Amendment:** *Renumbered* Section 4 to Section 5. *Added* words “officers and” each time word “directors” appears in the text.

*Section 6.* Indemnification. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the Society) by reason of the fact that such person is or was a member of the Executive Board against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. To the extent that an Executive Board member has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the above paragraph or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection therewith.

**2016 Amendment:** *Renumbered* from Section 7 to Section 6. *Added* caption. *Changed* “Director or officer” to “member of the Executive Board” and “Executive Board member.” *Changed* punctuation after “equivalent” in second sentence to correct typographical error introduced sometime after 1995 version. *Removed* language about insurance, transferring it to the *Procedures Manual*. The prior version read:

The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action by or in the right of the Society) by reason of the fact that such person is or was a Director or officer of the Society against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the above paragraph or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection therewith.

The Society may purchase and maintain insurance on behalf of itself or any person who is or was a Director or officer of the Society against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such.

**1998 Amendment:** *Renumbered* Section 6 to Section 7.

**1997 Amendment:** *Renumbered* Section 5 to Section 6.

*[Section 8.]*

**2016 Amendment:** *Deleted* Section 8, transferring language on remote meeting participation to *Procedures Manual*. The former Section 8 read:

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear all other members for the duration of the meeting.

**1998 Amendment:** This section was *added* to the Bylaws.

## ARTICLE V. Committees

*Section 1.* Creation. Committees may be created by the Board or by a majority vote of those present and voting at any meeting of the Society. The President appoints committee chairs unless the Society otherwise directs.

**2016 Amendment:** *Changed* “shall otherwise direct” to “otherwise directs” per recommendation of AALL Bylaws Committee after its review. *Transferred* language about committee member selection to the *Procedures Manual*. The prior version read:

Committees may be created by the Board or by a majority vote of those present and voting at any meeting of the Society. The President appoints committee chairs unless the Society shall otherwise direct. Committee members are selected by the President or the Chair at the discretion of the President.

*Section 2.* Types. Committees shall be of two classes: standing committees and select committees.

A. Standing committees shall be those established for purposes requiring the continuous attention of the Society. They shall include, but not be limited to, those listed in the *Procedures Manual*.

B. Select committees shall be those established for a stated period to accomplish a specific task or project.

*Section 3.* Duties. Each committee chair shall assume responsibility for carrying out the assigned duties of the committee by meetings, reports, and other appropriate actions as outlined in the *Procedures Manual*.

**2016 Amendment:** Removed old Section 3, transferring language to the *Procedures Manual*. The prior language read:

Subcommittees may be created by a committee to assist in its work.

*Renumbered* Section 4 to Section 3.

## ARTICLE VI. Membership Meetings

*Section 1.* Regular Meetings. There shall be at least three Regular Meetings each year as outlined in the *Procedures Manual*.

**2016 Amendment:** Capitalized "Regular Meetings." Transferred language about meeting dates to *Procedures Manual*. The prior version read:

There shall be at least three regular meetings each year. One of these shall be the annual meeting in the month of May. The date for the other two meetings shall be determined by the Board.

*Section 2.* Special Meetings. Special Meetings may be held at such time and place as the Board may determine.

**2016 Amendment:** Capitalized "Special Meetings."

*Section 3.* Notice. Members shall be notified of all meetings at least ten (10) days in advance of the meeting by a method outlined in the *Procedures Manual*.

**2016 Amendment:** Transferred language about method of notice to *Procedures Manual*. The prior version read:

Members shall be notified of all meetings at least ten (10) days in advance of the meeting either by publication in *Lights*, by mail, through *Dates to Remember*, or by electronic notification.

**2002 Amendment, eff. 6/1/2003:** Substituted current wording for "Members shall be notified of all meetings by publication in *Lights* or mail at least ten (10) days in advance of the meeting."

*Section 4.* Quorum. Twenty-five (25) voting members present shall constitute a quorum for the conduct of business at any membership meeting.

**2016 Amendment:** Added the word "membership" before "meeting" for clarification.

*Section 5.* Non-Member Attendance. Membership meetings of the Society shall be open to non-members unless the Board or presiding officer of a meeting announces a particular meeting or portions thereof closed to non-members. Non-members are invited as observers only, unless their participation or discussion is requested by the presiding officer of the meeting.

**2016 Amendment:** Added the word "Membership" before "meetings" for clarification.

**ARTICLE VII. Nominations and Elections**

*Section 1.* Nominations. The Board shall appoint a Nominations Committee, none of whom shall be a member of the Board, and none of whom shall be a candidate for office at the succeeding election.

The Nominations Committee shall [nominate] candidates for the expiring board positions. Names of candidates shall be presented by the Nominations Committee as outlined in the *Procedures Manual*. Candidates for Life Membership, if any, shall also be nominated at this time.

**2016 Amendment:** *Transferred* procedures for the Nominations Committee to the *Procedures Manual*. *Relocated* provision on honorary membership from Article 3, Section 2.F. *Removed* language on nominating petitions.

**Editor's Note:** The word "nominate" was accidentally deleted from the first sentence of the second paragraph and should be restored during the next amendment process. Also, "Life Membership" should be amended to "Honorary Membership."

The prior version read:

The Board shall appoint a Nominations Committee of five members (no one of whom shall be an officer or a member of the Board, and no one of whom shall be a candidate for office at the succeeding election).

The Nominations Committee shall nominate two or more candidates for Vice-President/President-Elect and for Assistant Treasurer/Treasurer-Elect. The Committee shall nominate three or more candidates as Directors, and shall nominate candidates as necessary for Corresponding Secretary or Recording Secretary. Candidates for Life Membership, if any, shall also be nominated at this time. Names of candidates shall be presented by the Nominations Committee to the Board ninety (90) days prior to the election.

Additional nominations may be made upon written petition of ten (10) voting members in good standing. Such petitions must be filed with the Board no later than thirty (30) days prior to the election.

**2002 Amendment**, eff. 6/1/2003: In paragraph 2, second sentence, *substituted* "as Directors" for "members of the Board of Directors." **Editors note:** This change was already done in 1997 and redone here only because incorrect word-processing file of Bylaws was used to generate amendments.]

**2002 Amendment**, eff. 6/1/2003: *Substituted* "Candidates for Life Membership" for "Candidates for Honorary and Life Membership."

**1997 Amendment:** *In* paragraph 2, second sentence, *substituted* words "for members of the Board of" with "as."

**1995 Amendment:** *Amended* paragraph 2, first sentence, dividing the sentence into two sentences to specify that the Nominations Committee shall nominate three or more candidates for member of the Board of Directors. Pre-1995 text of section read:

The Nominations Committee shall nominate two or more candidates for Vice-President/President-Elect, Assistant Treasurer/Treasurer-Elect, a member of the Board of Directors, and as necessary for Corresponding Secretary or Recording Secretary.

**1991 Amendment:** *Added Assistant Treasurer/Treasurer-Elect to officers. Former text of section read:*

The Nominations Committee shall nominate two or more candidates for Vice-President/President-Elect, a member of the Board of Directors, and as necessary for Corresponding Secretary, Treasurer, or Recording Secretary.

*Section 2.* Elections. The Board shall appoint an Elections Committee to supervise the election and tabulate the results. A plurality shall elect. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Elections Committee.

**2016 Amendment:** *Transferred language on ballot timetable to the Procedures Manual. The prior version read:*

The Board shall appoint an Elections Committee to supervise the election and tabulate the results. Ballots including the names of all persons nominated by the Nominations Committee or by petition shall be distributed by the Recording Secretary to each voting member of the Society no later than forty-five (45) days prior to the end of the Society's fiscal year. Election ballots shall be received by the Recording Secretary no later than twenty (20) days prior to the end of the Society's fiscal year. The Elections Committee shall tabulate the results of the election and report the results at a business session of the Annual Meeting of the Society. A plurality shall elect. In case of a tie vote, the successful candidate shall be determined by lot conducted by the Elections Committee.

**2005 Amendment:** *Substituted "distributed" for "mailed."*

**2002 Amendment, eff. 6/1/2003:** *Replaced Section 3, Vacancies, with new Article VIII. The former section read:*

In the event that a vacancy occurs in the office of President, the Vice-President/President-Elect shall automatically assume the office of the President for the remainder of the term. In the event that a vacancy occurs in any other elective office, the Board shall appoint a member to fill that office until the next election.

## **Article VIII. Vacancies in Office**

*Section 1.* Vacancy by President. In the event that a vacancy occurs in the office of President, the Vice-President/President-Elect shall automatically become President and shall serve until the end of the resigning President's term if the vacancy occurs before January 1. If the vacancy occurs on or after January 1, the Vice-President/President-Elect shall serve until the end of the Vice-President/President-Elect's own elected term.

*Section 2.* Vacancy by Vice President/President-Elect. If the Vice President/President-Elect assumes the office of President before January 1, or if the Vice President/President-Elect resigns at any time, the Board shall call a special election on an expedited schedule to elect a Vice-President/President-Elect, who shall serve the unexpired term of the Vice President and then duly assume the office of President. If the Vice-President/President-Elect assumes the office of President on or after January 1, the Board shall appoint a member to serve as Vice President until the next election.

*Section 3.* Vacancy by Other Board Members. In the event that a vacancy occurs in any other elective office, the Board shall appoint a member to fill that office for the remainder of the term.

**2016 Amendment:** *Corrected* title by adding “Elect” to “Vice-President/President-Elect.”

**2002 Amendment,** eff. 6/1/2003: *Added* this Article in its entirety.

## **ARTICLE IX. Amendments**

**2016 Amendment:** *Set out* the three paragraphs of this Article into separate Sections. See below for individual sections and section-specific discussion.

**2002 Amendment,** eff. 6/1/2003: *Renumbered* Article from Article VIII to Article IX.

**1998 Amendment:** *Rewrote* the text of this Article. The prior version read:

Proposed amendments to the Bylaws must be filed with the Bylaws Revision Committee. The Committee will make recommendations to the Board. After an opportunity for discussion at one of the three Regular Meetings, notice of proposed amendments shall be sent to each voting member of the Society. Notice of changes and ballot must be returned to the Recording secretary within 25 days after they were mailed. Proposed amendments become effective when approved by a two-thirds majority of the returned ballots. The enacted changes will be filed with AALL for review.

**Editor’s Note:** According to the Dec. 12, 1995 amendment printed in *Lights*, Nov/Dec 1996, p. 22, this language, which was printed in the 1996-97 and 1997-98 editions of the Directory, is incorrect. The correct language should have been:

Proposed amendments to the Bylaws must be filed with the Bylaws Revision Committee. The Committee will make recommendations to the Board. After an opportunity for discussion at one of the three Regular Meetings, notice of proposed amendments **and ballots** shall be sent to each voting member of the Society. **Ballots** must be returned to the Recording secretary within 25 days after they were mailed. Proposed amendments become effective when approved by a two-thirds majority of the returned ballots. The enacted changes will be filed with AALL for review.

**1995 Amendment:** *Amended* the text of this Article of the Bylaws to call for mail ballots. Formerly the Bylaws amendments were voted at a meeting. The prior text was:

Proposed amendments to the Bylaws must be filed with the Bylaws Revision Committee. The



Committee will make recommendations to the Board and notice of changes shall be sent to the membership at least ten (10) days prior to a meeting. Proposed amendments become effective when approved by two-thirds of the voting members present at the meeting. The enacted changes will be filed with AALL for review.

*Section 1.* Proposed Amendments. Amendments to the Bylaws may be proposed by the Executive Board or by petition submitted to the Executive Board and signed by at least ten (10) members of the Society who are eligible to vote.

**2016 Amendment:** *Capitalized "Bylaws." Replaced "Bylaws Revision Committee" with "Executive Board" and removed language about Committee procedure. The prior version read:*

Amendments to the bylaws may be proposed by the Executive Board or by petition submitted to the Bylaws Revision Committee and signed by at least ten members of the Society who are eligible to vote. The Committee shall review the proposed amendments and present them to the Board.

*Section 2.* Notice. Notice of a proposed amendment shall be given to the voting members of the Society no less than thirty (30) days prior to a Membership Meeting at which the proposed amendment is to be discussed. The proposed amendment may be amended at that meeting by a two-thirds majority vote, provided that a quorum is present.

**2016 Amendment:** *Substituted "a Membership Meeting" for "the Regular Meeting." The prior version read:*

Notice of a proposed amendment shall be given to the voting members of the Society no less than 30 days prior to the Regular Meeting at which the proposed amendment is to be discussed. The proposed amendment may be amended at that meeting by a two-thirds majority vote, provided that a quorum is present.

*Section 3.* The Board shall appoint an Elections Committee to supervise the election and tabulate the results. Approval shall be by two-thirds majority vote. Approved amendments become effective the following June 1.

**2016 Amendment:** *Transferred language on voting procedure to Procedures Manual. Realigned date with start of Board terms. "Approved amendments" language recommended by AALL Bylaws Committee after its review. The prior version read:*

Ballots for voting on the final version of proposed bylaws amendments shall be distributed to the voting members of the Society within 10 days of the meeting at which they were discussed. Ballots must be returned to the Recording Secretary within 25 days after they were distributed. Proposed amendments become effective at the beginning of the next fiscal year when approved by a two-thirds majority of the returned ballots. The enacted changes shall be filed with AALL for review.

**Editor's Note:** The caption is missing from this Section.

**2005 Amendment:** *Substituted sentence "Ballots for voting on the final version of proposed bylaws amendments shall be distributed to the voting members of the Society within 10 days of the meeting at which they were discussed." for "Voting on the final version of proposed bylaws amendments shall be by mail ballot. Ballots for proposed amendments shall be mailed to the voting members of the Society within 10 days of the meeting at which they were discussed."*

**2005 Amendment:** *Substituted* “distributed” for “mailed” in second sentence.

## ARTICLE X. Procedure

*Section 1.* Parliamentary Authority. The Rules of Order adopted by AALL shall govern.

**2016 Amendment:** *Incorporated* AALL’s adopted manual by reference, to alleviate need to amend Society Bylaws in the future should AALL adopt a difference set of procedures. The prior version read:

The rules contained in the current edition of *Sturgis’ Standard Code of Parliamentary Procedure* shall govern.

**2005 Amendment:** *Substituted* “Sturgis’ Standard Code of Parliamentary Procedure” for “Robert’s Rules of Order.”

*Section 2.* *Procedures Manual.* The Executive Board shall maintain a *Procedures Manual* for the Society setting forth procedures to implement the articles of the Bylaws. In the case of conflict between the *Procedures Manual* and the adopted rules of parliamentary procedure, the *Procedures Manual* will control.

**2016 Amendment:** *Reworded* text and *added* sentence about conflicts. The prior version read:

Procedures to implement the articles of the Bylaws are to be found in the current edition of the *Society’s Procedures Manual*.

**2002 Amendment, eff. 6/1/2003:** *Renumbered* Article from Article IX to Article X.

## ARTICLE XI. Special Interest Sections

*Section 1.* Creation. Special Interest Sections may be created by the Board by approving the written petition of thirty-five (35) voting members of the Society. The petition shall state the aims of the proposed section and shall affirm that the group has functioned as an informal caucus for three (3) years immediately prior to the filing of the written petition. The petition shall be accompanied by a draft of proposed bylaws.

**2002 Amendment, eff. 6/1/2003:** *Renumbered* Article from Article X to Article XI.

**1993 Amendments:** *Increased* the number of voting members needing to sign petition from 15 to 35. *Added* second sentence of section.

*Section 2.* Section Bylaws. Each Section shall adopt bylaws for its own governance. These bylaws must be approved by the Board of the Society and shall not be in conflict with the Bylaws of the Society.

**2016 Amendment:** *Deleted* Section 2 which had read:

Membership in a particular section will be open to Regular, Life, and Student Members of the Society who meet the qualifications of the bylaws of that Section.

*Renumbered Section 3 to Section 2. Shortened "Bylaws of the Society" from "Bylaws of the Law Librarians' Society of Washington, D.C., Inc."*

**1993 Amendment:** *Substituted Regular for Full members in then Section 2.*

*Section 3.* Section Dues. All Sections shall charge dues, the amount of which shall be approved by the Board. Such dues shall be in addition to the Society's basic annual membership dues. All funds received by a Section shall be used for purposes incident to the fulfillment of the Society's objectives. No Section shall incur indebtedness for the Society.

**2016 Amendment:** *Removed 50% limitation on use of dues by the Sections. Swapped order of sentences. Renumbered Section 4 to Section 3. The prior version read:*

*Funds necessary for the operating expenses of each Section shall annually include, but not be limited to, an amount equal to 50% of the annual dues collected by the Society for that Section. Such dues shall be in addition to the Society's basic annual membership dues. All Sections shall charge dues, the amount of which shall be approved by the Board. All Funds received by a Section shall be used for purposes incident to the fulfillment of the Society's objectives. No Section shall incur indebtedness for the Society.*

**1993 Amendment:** *Substituted current text, above, for this former text:*

*Funds necessary for the operating expenses of each Section shall be provided from the dues, if any, collected by the Society for the Section. Such dues shall be in addition to the Society's basic annual membership dues, and the amount of dues shall be approved by the Board. All funds received by a Section shall be used for purposes incident to the fulfillment of the Society's objectives. No Section shall incur indebtedness for the Society.*

*Section 4.* Section Leadership. Each Section shall have a chairperson and any other officers which are designated by the Bylaws of the Section.

**2016 Amendment:** *Removed requirement for a Section Treasurer and transferred procedures for choosing chairpersons to the Procedures Manual. Renumbered Section 5 to Section 4. The prior version read:*

*Each Section shall elect a chairperson and a treasurer and any other officers which are designated by the bylaws of the Section. The chairperson shall act as liaison to the Board.*

*Section 5.* Dissolution of Sections. Dissolution of a Section may be ordered by the Board in one of two ways: (1) a majority of the Section's membership votes to dissolve, and the chair of the Section notifies the Board; or (2) after consultation with the Section officers, the Board itself determines that the Section's objectives are not being fulfilled. Upon dissolution, all assets of the Section shall revert to the Society.

**2016 Amendment:** *Renumbered Section 6 to Section 5. Changed the conjunction between parts (1) and (2) from "and" to "or."*

**ARTICLE XII. Anti-Discrimination**

Membership in the Society, or participation in any activity of the Society, shall not be denied to any individual or abridged on account of actual or perceived race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, familial status, family responsibilities, genetic information, disability, matriculation, political affiliation, source of income, or place of residence or business.

**2016 Amendment:** In 2014, AALL amended its Bylaws to add an additional category to its nondiscrimination statement. It then requested that each Chapter amend its bylaws to include all the categories protected by AALL's policy. In order to meet this directive and at the same time increase inclusion, the Society adopted for its statement the provisions on public accommodation from the D.C. Human Rights Act, D.C. Code § 2-1402.31(a). The prior version read:

Membership in the Society, or participation in any activity of the Society, shall not be denied to any individual or abridged on account of race, color, religion, sex, age, national origin, disability, or sexual orientation.

**2002 Amendment,** eff. 6/1/2003: *Renumbered* Article from Article XI to Article XII.

**ARTICLE XIII. Dissolution**

In the event of the dissolution of the Society, its assets remaining after payment of or provision for its debts and liabilities shall be distributed to one (1) or more tax-exempt organization(s) which engage in activities consistent with the goals and spirit of the Society. Any assets not so disposed of shall be disposed of by a court of jurisdiction in the District of Columbia. The court shall dispose of the assets as required of the Society.

**2016 Amendment:** *Changed* wording per recommendation of AALL Bylaws Committee after its review. *Added* the language "one (1) or more" to allow a single entity—such as AALL—to assume the assets of the Society. The prior version read:

In the event of the dissolution of the Society, its assets shall be distributed to tax-exempt organizations which engage in activities consistent with the goals and spirits of the Society.

**2002 Amendment,** eff. 6/1/2003: *Renumbered* Article from Article XII to Article XIII.