



BYLAWS OF THE CALIFORNIA SCHOOL LIBRARY ASSOCIATION

ARTICLE I

SECTION 1. NAME

The name of the Association shall be the California School Library Association, a California nonprofit mutual benefit corporation.

SECTION 2. LOCATION

The Board of Directors shall determine the location of the principal office of the Association.

SECTION 3. DEFINITIONS

As used in these Bylaws, the word Association shall mean the California School Library Association. The term Board shall mean the Board of Directors of the California School Library Association.

SECTION 4. RESTRICTIONS ON ACTIVITIES

The Association shall conduct its activities within the restrictions established by Section 501 (c)(6) of the Internal Revenue Code of 1986 as amended.

ARTICLE II MISSION AND PURPOSES

CSLA advocates for excellence in school library programs, develops leaders in the school library field, and collaborates with other educational leaders to ensure that all California students are effective, responsible users and creators of ideas and information.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSIFICATIONS

- (a) Certificated Membership. Persons employed in education, holding a valid teaching and teacher librarian credential, or a Master's Degree in Library Science or in Library or equivalent may, upon payment of annual dues, become certificated members of this Association and shall be entitled to all privileges accorded to certificated members. Such members shall be entitled to vote on State and Region matters, to hold any office in the State Association or its Regions, to serve on committees, to participate in discussions, and to receive all regular publications of this Association.
- (b) Associate Membership. Persons who are interested in furthering the purpose of this Association and who are retired or not actively employed as a teacher librarian may, upon payment of appropriate annual dues, become associate members of the Association and shall be entitled to all privileges accorded to certificated members with the exception of holding elective office in the State Association or its Regions.
- (c) Classified Membership. Persons involved in furthering the purposes of this Association working in a school library in a non-teaching position may, upon payment of appropriate annual dues, become classified members of this Association. They shall be entitled to all privileges accorded to certificated members except holding elective office in the State Association or its Regions, with the exception that they may be elected as State Board Classified Representative or one of the two section representatives.
- (d) Student Membership. Students currently enrolled in graduate studies toward a teacher librarian services credential or an advanced degree in library or information sciences shall, upon payment of annual dues, become student members of this Association and shall be entitled to all privileges accorded to certificated members.
- (e) Honorary Membership. Persons who by virtue of their service, position, office, or affiliation, have made significant contributions by their support of the stated purposes of this Association may be awarded honorary membership in this Association and shall, without payment of annual dues, be entitled to all privileges accorded to certificated members with the exception of holding elective office in the State Association or its Regions.
- (f) Commercial Membership. Persons who are engaged in commercial fields, relating to the purposes of this Association may, upon payment of annual dues, become commercial members of this Association and shall be entitled to all privileges accorded to certificated members with the exception of holding elective office in the State Association or its Regions.

- (g) Institutional Membership. Educational agencies and/or institutions interested in furthering the purposes of this Association shall, upon payment of annual dues, become institutional members of this Association. One designated representative shall be entitled to all privileges accorded to certificated members.
- (h) Sustaining Membership. Individuals or profit-making firms interested in furthering the purposes of this Association shall, upon payment of annual dues, become sustaining members.
- (i) Friends Membership. Persons not employed in education who support school libraries and do not qualify for any other category of membership.

SECTION 2. MEMBERS IN GOOD STANDING

A member shall be considered to be in good standing if the member's dues are current as defined by the Association policies, the member has no other past financial obligations to the Association, and the member is in compliance with all Association policies. Only members in good standing shall receive the benefit and privileges of membership, including the privilege to vote, and to be eligible to serve on the Board and committees (in each case to the extent provided in the Bylaws and/or Association policies).

SECTION 3. MEMBER LIABILITY

No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

SECTION 4. RESIGNATION

A member may withdraw and/or resign from the Association at any time.

SECTION 5. RIGHTS UPON CESSATION OF MEMBERSHIP

Upon cessation of membership, such former members shall not be entitled to any interest in the Association or any claim against the Association or its remaining members, relative to matters involving the Association.

SECTION 6. MEMBERSHIP MEETINGS AND VOTING

- (a) Annual Meetings. A meeting of the membership shall be held during, or within 30 days of, the Association's annual conference. Any business of the Association may be transacted at a meeting of the Association, with the exception of the final electronic or mail ballot on amendments to these Bylaws.
- (b) Special Meetings. Special meetings of the Association may be called by the Board, the President, a majority of the Board of Directors, or upon written request of five percent or more of the Association's voting membership. The business to be transacted at such special meetings shall be stated in the special notice, and no other business may be conducted at that time.
 - i. Use of Electronic Transmission. If authorized by the Board, in its sole discretion, meetings of the membership may be held electronically as long as they adhere to the requirements set forth in 7510 of the California Corporations Code.
- (c) Manner of Giving Notice. Notice of any meeting of members shall be given at least 10 days but no more than 90 days before the meeting date, either personally, by electronic submission by the Association, by first class mail, or by other written communication charges prepaid sent to each member at the last recorded address for that member.
- (d) Quorum. A quorum constitutes 10 percent of the voting membership in person. A majority vote where a quorum is present is necessary to make a decision except where some other number is required by law. Mail voting is permitted as specified in the California Nonprofit Corporation Law.
- (e) Action by Written Ballot without a Meeting. An action that members may take at any meeting of members may also be taken by ballot without a meeting by complying with this Section 6(e).
 - i. Distribution of Ballots. The Association shall distribute one ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 6 (c) of this Article. All solicitations of votes by ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure or measures; and (3) specify the date and time by which the ballot must be received in order to be counted. The Board may allow written ballots to be voted and returned electronically. In that case, the balloting must comply with the requirements of an "electronic transmission to the Association" as described in Article III, Section 6 (b).
 - ii. Number of Votes and Approvals Required. Approval by ballot shall be valid only when the number of approvals equals or exceeds the number of votes that would

be required for approval at which the total number of votes cast was the same as the number of votes cast by ballot.

- iii. No Revocation. A ballot may not be revoked.
- iv. Filing. All ballots shall be archived by the Association.

ARTICLE IV DUES

SECTION 1. DUES

The Board shall have the authority to set dues and fees, make assessments, and set the terms of payment. Once established, such dues and fees shall take effect immediately.

SECTION 2. REFUNDS

No dues shall be refunded.

SECTION 3. DUES PERIOD

All memberships in the Association, as outlined in Article III of these Bylaws, shall be for a 12-month period, unless otherwise specified in Article III. If a member is in arrears for more than 30 days, their membership ceases. Members can rejoin the Association by bringing their dues current.

SECTION 4. DELINQUENCY

Any member of the Association who is delinquent in dues, fees, or assessments may have his or her membership suspended or terminated as provided above.

ARTICLE V OFFICERS

SECTION 1. OFFICERS

The elected officers of the Association shall be President, President-Elect, Immediate Past President, Secretary, Treasurer, Vice President Communications, Vice President Government Relations, Vice President Membership, Vice President Professional Development, Vice President of Antibias and Antiracism, and Classified Representative.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

All persons holding elective or appointive positions in both the State and Region organizations must be active members of the Association. The office of President-Elect requires a minimum of 2 years of previous service as a Region or State Board officer. A plurality of the votes cast electronically or by mail shall be necessary for election. The term of office for all State officers shall begin and end at the State Annual Conference in February. The term of office for regional officers shall also begin and end in February. All officers shall be elected for a two-year term, except for the President- Elect who shall serve a three year term: one year as President-Elect, one year as President and one year as Past-President. The Secretary, Vice President Government Relations, Vice President Professional Development and Vice President of Antibias and Antiracism shall be elected and start their service in the even numbered years. The Treasurer, the Vice President Communications, Vice President Membership and the Classified Representative shall be elected and start their service in the odd numbered years.

SECTION 3. VACANCIES

In the event that an elected State officer shall be unable to serve out the term, the Executive Board shall appoint a successor to complete that term. If the office of President becomes vacant, this office shall be filled by the President-Elect. A vacancy in the office of President -Elect shall be filled by the election process.

SECTION 4. DUTIES

Duties of the officers shall be described in the California School Library Association Handbook.

SECTION 5. EXECUTIVE DIRECTOR

The Association may hire an Executive Director who is an ex-officio officer of the Association with duties designated by the Board.

ARTICLE VI EXECUTIVE BOARD

SECTION 1. MEMBERS OF BOARD

The elected state officers as listed in Article V, Section 1, the Region Presidents, Presidents-Elect, and Past-Presidents, shall comprise the Executive Board. Alternates selected from among the elected Region officers may be designated by the Region Boards should a Region President, Past-President, or President-Elect be unable to attend. The alternate would not have voting privileges.

SECTION 2. DUTIES

The duties and authority of the Executive Board, which shall include but not be limited to transacting all business of the Association, organizing and specifying geographical boundaries for Region organizations, and hiring salaried staff personnel, shall be enumerated in the State Handbook.

SECTION 3. QUORUM

A majority of the members of the Executive Board shall constitute a quorum to conduct business of the Association. Every decision made by a majority of the officers present at a meeting where a quorum is present is the act of the Board.

SECTION 4. STATE HANDBOOK

The Executive Board shall adopt the State Handbook. The State Handbook shall include standing rules and regulations of the Association, duties of officers, and descriptions and duties of Standing Committees. Any additions or changes in the State Handbook shall be presented at one meeting and approved by a majority vote at a subsequent meeting of the Executive Board, or the State Handbook may be amended by a 2/3 majority vote at any meeting of the Executive Board.

SECTION 5. BOARD MEETINGS

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each Board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.
- (b) Each Board member participating in the meeting can communicate concurrently with all other Board members.
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (1) A person participating in the meeting is an officer or other person entitled to participate in the Board meeting
 - (2) All actions or votes by the Board are taken or cast only by the Board members, and not be persons who are not Board members.
- (d) Proxy voting is not permitted.
- (e) Board members are expected to inform the President in advance of any absences from a board meeting. Three unexcused absences will be considered as resignation from the Board.

SECTION 6. NOTICE OF BOARD MEETINGS

The Board may hold regular meetings without formal notice if the time and place of such meetings are fixed by the Board. The Board may hold special meetings upon four day notice by first-class mail or 24 hour notice delivered personally, by telephone or e-mail.

SECTION 7. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President. The President can only vote in the event of a tie. The secretary of the Association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the articles of incorporation of this Association, or with provisions of law.

SECTION 8. NONLIABILITY OF BOARD MEMBERS

The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 9. INSURANCE

This Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, employees, and other agents, to cover any liability asserted against or incurred by any officer, employee, or agent in such capacity or arising from the officer's employee's, or agent's status as such.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES

Committees may be established by the Executive Board as needed. The composition, duties, and responsibilities of Standing Committees shall be specified in the State Handbook. The chairs in charge of such committees shall be appointed by the President, with the approval of the Executive Board.

Unless otherwise designated by the Executive Board, all committees shall administratively be part of one of the following divisions:

- (a) Communications Division: This division may include committees in the areas of publications, (including the newsletter and the CSLA Journal), public relations, website, listserv, and other related areas as appropriate.
- (b) Government Relations Division: This division may include committees in the areas of legislation, credentialing, collective bargaining, individual employment rights, intellectual freedom, and other related areas as appropriate.
- (c) Membership Division: This division may include committees in the areas of membership development, inter-organizational relationships, and other related areas as appropriate.
- (d) Professional Development Division: This division may include committees in the areas of instructional development, educational technology, professional activities, standards, evaluation, equipment, materials, cataloging acquisitions, student programs and other related areas as appropriate.
- (e) Classified Representative: The Classified Representative may include leadership for committees in the areas of classified committee, and other related areas as appropriate.

SECTION 2. PRESIDENT

The President shall be an ex-officio non-voting member of all state committees.

ARTICLE VIII

REGIONS

SECTION 1. FORMATION OF REGIONS

This Association may be divided into Regions based on geographical area as determined from time to time by the Executive Board.

SECTION 2. OFFICERS

Officers of the Regions shall be President, Past-President, President-Elect, Secretary, and Treasurer.

SECTION 3. SECTIONS

Regions may be divided into smaller geographical subdivisions called Sections, which are represented by two or more members on the Region Board. Such representatives may be elected or appointed as determined by Region Operating Policies and Procedures.

ARTICLE IX ASSOCIATION RECORDS

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

This Association shall keep the following records:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (c) A record of each member's name, address, and class of membership.
- (d) A copy of the Association's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Association.

On written demand, any member or Board member may inspect, copy, and make extracts of the accounting books and records and minutes of the proceedings of the Board and committees or the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND STAFF

SECTION 1. STATEMENT OF INDEMNIFICATION

Every director, officer, staff member, or member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such persons in connection with any proceeding to which such persons may be a party, or in which such persons may become involved, by reason of such persons being or having been a director, officer, staff person, member, or agent to the Association, or any settlement thereof, whether or not such person is a director, officer, or staff member at the time such expenses are incurred, except in such cases wherein the person is adjudged guilty of willful misfeasance, or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement, the indemnification shall apply not only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification herein shall be in addition to and not exclusive of all other rights to which such directors, officers, staff members, members, or agents may be entitled.

SECTION 2. NO PECUNIARY GAIN

The Association does not afford any pecuniary gain, incidentally or otherwise, to its members, directors, or elected officers. There shall be no personal liability of officers, directors, or members for corporate obligations.

ARTICLE XI

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

These Bylaws may be amended by a proper vote of the Board or the members, provided that certain amendments to the Bylaws, including those that materially and adversely affect the rights of members or change the authorized number of directors, must be approved by membership at large in accordance with the current Nonprofit Corporation Law. These Bylaws may be revised or amended as follows:

- (a) At a Meeting. An affirmative vote of the majority of the members present and voting at a regular meeting is required to pass the amendment. Written notice of proposed revisions shall be sent from the Association's Board of Directors at least 30 days before the vote is taken at a membership meeting.
- (b) By Ballot. A majority affirmative vote of the returned ballots is required to pass the amendment. The ballots must be distributed to the entire membership at least 14 days

prior to the specified date of return, following the procedures for action by written ballot as set forth in Article III, Section 6(e) of these Bylaws.

ARTICLE XII INTERPRETATION OF THESE BYLAWS

SECTION 1. INTERPRETATION

These Bylaws are subject to the California Nonprofit Corporation Law and must be interpreted so as to conform with that Law, as it is interpreted and amended from time to time.

ARTICLE XIII DISSOLUTION

SECTION 1. DISSOLUTION OF THE ASSOCIATION

The duration of the Association shall be perpetual except that it may be dissolved in the manner provided by the laws of the State of California. Upon dissolution or final liquidation of the Association, all assets remaining after application and distribution of assets as required under California law shall be transferred or conveyed to one or more domestic corporations, societies, or organizations that have qualified for nonprofit and tax-exempt status as defined in Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code.

APPROVAL OF AMENDED BYLAWS

On **January 30, 2021**, the Executive Board voted to recommend the following Bylaws changes to the membership for approval at the 2021 Annual Membership Meeting held virtually. On **February 11, 2021** at the Annual Membership Meeting, the Amended Bylaws were approved by the membership.

Katie McNamara, President

Kathleen Sheppard, Past-President

Lisa Bishop, President-Elect