

## **ARLIS/NA Midstates Chapter Bylaws**

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### **History**

Approved October 14, 1988 Revised October 1, 1993 Amended November 12, 1999 Amended March 2002 Amended April 13, 2010

Amended April 2014

### **Article I. Name and Purpose**

1. The names of the operation shall be Art Libraries Society of North America Midstates Chapter, hereafter referred to as "the Chapter". 2. This body is a Chapter of Art Libraries Society of North America, hereinafter referred to as the "Society". 3. The Chapter shall promote the purposes of the society in the states of Illinois, Indiana, Iowa, Michigan, and Wisconsin, hereinafter referred to as "the defined region". 4. The purposes of ARLIS/NA Midstates are as follows: The society is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, in order to advance the cause of art librarianship and to promote the development, good management, and enlightened use of all art libraries and visual resources collections. In furtherance of such purpose, the organization is authorized: a. To promote the continuing professional education of its members and the general knowledge of the public by sponsoring conferences, seminars, lectures, workshops, and other exchanges of information and materials concerning all aspects of art librarianship and visual resources curatorship; b. To stimulate greater use of art libraries and visual resources collections by sponsoring, supporting, or publishing resources directories, bibliographies, inventories, periodical journals, occasional papers, reports, and related materials concerning the organization and retrieval of art information; c. To foster excellence in art librarianship and the visual arts by establishing standards for art libraries and visual resources collections, by promoting improvements in the academic education, of art librarians and visual resources curators, by sponsoring awards for outstanding achievement, and by other means to that end;

d. To engage in any activities conducive to furthering the organizations purposes, providing that such activities may be lawfully carried on by an organization exempt from federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1954, as amended (of the corresponding provision of any future United States internal revenue law).

### **Article II. Charitable Activity Restrictions**

1. No part of the net income of the organization shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives of this organization. No substantial part of the activities of the organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office. 2. Notwithstanding any other provisions set forth in these Articles of Incorporation (or constitution), at any time during which it is deemed a private foundation, the organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the organization shall not make any investments in such manner as to subject the organization to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws and the organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. 3. Notwithstanding any other provision of these articles (or constitution) the organization shall not conduct or carry on any activities not permitted to be conducted or carry on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws, or any an organization contributions to which are to be deductible under section 170(2) of such code or corresponding provisions of any subsequent federal tax laws.

### **Article III. Dissolution**

1. Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively for the charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal revenue Code of 1986 or corresponding provisions of any

subsequent federal tax laws and to which contribution are then deductible under Section 170(c)(2) of such code or corresponding provisions of any subsequent federal tax laws. Organizations having proposes purposes similar to those of this organization shall be preferred. 2. Should future exigencies make the dissolution of the Chapter necessary, a meeting shall be called to decide the disposal of all monies and other assets of the Chapter. The quorum

requisite may be waived at this meeting. Any such disposition shall be in accordance with the Constitution of the Society.

#### **Article IV. Membership and Dues**

1. Membership in the Chapter is conditional upon membership in the Society. 2. Any personal member of the Society residing or working in the defined region is eligible to become a member of the Chapter. Any officer may serve any number of non-consecutive terms. The/Chair-Elect may not succeed her/himself. The Secretary/Treasurer may serve a maximum of two consecutive terms. The Newsletter editor may be appointed for a maximum of two consecutive terms. 3. Business associate members of the Society within the defined region may designate one representative who shall be eligible to become a member of the Chapter. 4. Membership dues shall be paid according to a schedule which shall be determined by membership vote. 5. The membership year shall be from January 1 to December 31. If membership renewals are not paid each year, the privileges shall cease in accordance with current job descriptions on file as approved by the Chapter. 6. The Chapter shall have the right to assess additional fees to cover special projects, subject to membership vote. 7. The Chapters Liaison of the ARLIS/NA Board will be an ex-officio member of the Chapter. 8. The Chapter shall have the right to assess registration fees for meetings or tours, when necessary to cover costs.

#### **Article V. Privileges**

1. Only members of the Chapter are eligible to vote. 2. Members are entitled to receive announcements of meetings of the Chapter and other notices of general interest. 3. Only members of the Chapter may hold elected office or be appointed to committees.

#### **Article VI. Officers**

1. The officers of the Chapter shall be the Chairperson, the Chair-Elect, and the Secretary/Treasurer. 2. Officers shall be elected for two calendar years and may be re-elected for one consecutive term. Officers serve from January 1 through December 31. The Chair-Elect serves one year as Chair-Elect and one year as Chair. The Secretary/Treasurer serves for two years. An election for Chair-Elect occurs each year. An election for Secretary/Treasurer occurs on alternate years. 3. The Chairperson shall act as chief executive officer of the Chapter and shall preside at all meetings. In addition, the Chairperson shall submit a written report of Chapter activities and a list of Chapter officers to the Executive Board annually. The Chairperson shall file a written report of Chapter activities with the Executive Director of the Society and the Chapters Liaison not later than 10 days following the Chapter's regular meeting. Reports may also be submitted to the Society's publications, including the ARLIS/NA web site, as required. 4. The Secretary/Treasurer shall be responsible for all documents and correspondence, the keeping of minutes of the meetings, and the handling of all financial accounts. 5. In absence of the Chairperson, the Chair-Elect shall have the power to call and conduct meetings. In the absence of both the Chairperson and the Chair-Elect, the Secretary/Treasurer shall be empowered to call and conduct meetings. The Chair-Elect is expected to be active in the business of the Chapter. 6. If an officer resigns, a special election shall be held to fill the vacancy. The election shall follow the provisions set forth in Article V. Officers so elected shall serve until the end of the term of the vacated office.

#### **Article VII. Elections**

1. The Chairperson shall appoint a nominating committee by July 1 of the year of the election. The committee shall be chaired by the past Chapter Chairperson and shall be comprised of no more than three members. 2. The nominating committee shall present a ballot with a minimum of one candidate per open office. 3. Nominations may also be accepted from the floor at the fall meeting. 4. Each nominee shall submit a written statement of acceptance and a biography for inclusion of the ballot. 5. Ballots shall be made available to members by December 1, and voting shall be closed by December 15. The announcement of new officers will occur by January 1. The ballot shall specify the closing date. 6. The candidate who receives the greatest number of valid votes cast shall be elected.

7. Candidates shall be informed of the results in writing by the Chairperson. Announcements of the names of the successful candidates shall be made no later than the spring meeting.

#### **Article VIII. Meetings**

1. The Chapter shall hold at least two meetings per year, one in the spring and one in the fall. 2. The date and location shall be discussed at the preceding meetings. 3. The Secretary/Treasurer shall announce via listserv and/or email a meeting at least four weeks prior to the meeting. 4. The Officers of the Chapter shall be responsible for the program, drawing suggestions submitted by the membership. 5. Members may be appointed to assist the officers with planning, and host member(s) shall make local arrangements. 6. A quorum shall be 10 Chapter members.

#### **Article IX. Committees**

1. Committees shall be appointed, elected or voluntarily formed at the discretion of the membership. 2. No committee may exist without a statement of purpose. 3. Each committee may have a purpose overlapping with the purpose of any previously established committee. 4. A committee shall cease to exist when its charge is fulfilled, or at the end of the term of office of the Chairperson who appointed it, whichever comes first. 5. Committees may be reappointed by the incoming Chairperson.

#### **Article X. Affiliation**

Affiliation with other organizations in the defined region shall be in accordance with the guidelines supplied by the Society.

#### **Article XI. Parliamentary Procedure**

Roberts Rules of Order, in the latest edition, shall govern the Chapter in all cases to which it can be applied and in which it is not inconsistent with the Bylaws of the Chapter or the Society.

#### **Article XII. Amendments**

1. Amendments to these Bylaws may be proposed by a member of the Chapter. 2. Approval of the Executive Board of the Society shall be necessary to amend these Bylaws and shall be sought before submitting the amendment for a vote by the membership. 3. After approval by the Executive Board, the text of a proposed amendment shall be distributed to the entire Chapter membership not less than one month prior to a vote. 4. Approval of a proposed amendment shall be by a two thirds majority of those members voting.