

**BYLAWS OF THE
ORANGE COUNTY LIBRARY ASSOCIATION**

ARTICLE I – NAME AND PURPOSE

Section 1. Name. The name of this organization is the Orange County Library Association.

Section 2. Purpose. The Orange County Library Association, a tax exempt organization, has been organized and will be operated exclusively for charitable and educational purposes and for no other purposes; to promote the interest of all libraries in Orange County; to develop good public relations; to provide means of exchange of information; and to promote interlibrary cooperation. Any activities which are not in themselves furtherance of the foregoing stated purposes shall represent a peripheral part of the activities of the Association.

ARTICLE II – MEMBERS

Section 1. Members at large. All staff members of Orange County libraries and any others interested in library affairs are eligible for individual membership.

Section 2. Organizations. Organizations which are interested in the affairs of any Orange County library shall be eligible for corporate membership.

ARTICLE III – DUES

Section 1. Adoption. Annual dues shall be adopted and ratified from time to time by the Executive Board. A dues increase may be rescinded by a majority vote of the active members

Section 2. Payment of dues. Dues are due and payable on a calendar year basis. The calendar year will be Jan. 1 to Dec. 31. Dues paid at or after the Fall program will be credited to the following calendar year.

ARTICLE IV – EXECUTIVE BOARD

Section 1. Executive Board. The Executive Board shall consist of five (5) officers, five (5) directors and the immediate Past-President (ex officio).

- a. Officers. Five officers shall be elected by the membership. They shall consist of President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer.
- b. Directors. Five Directors shall be elected by the membership. Each Director shall be drawn from the following categories of libraries: college, public, school, special, and university.
- c. Immediate Past President. The Immediate Past-President shall be an ex officio member of the Executive board during the first year of the new President's term of office.

Section 2. Duties. The Executive Board is the elected governing body of the Association, and shall be responsible for the determination of the broad, long-range objectives, policies and programs. Their duties shall be:

- a. President: Prepare agenda and conduct Executive Board meetings; responsible for arranging for annual audit of financial records.
- b. Vice-President: Act as program chairman and as President at Executive Board meetings in the President's absence.
- c. Membership Secretary: Maintain up-to-date membership list (roster) with phone numbers, addresses, etc., as well as roster of standing committees and special committee chairmen. Maintain correspondence for past year, and maintain the list of required Association mailings, addresses and dates due.
- d. Recording Secretary: Record minutes of Executive Board and general membership meetings; maintain Minutes Book; maintain By-Laws and Standing rules of the Association.
- e. Treasurer: Keep Association budget and financial reports.
- f. Directors: Assist the Executive Board in the performance of their duties.
- g. Immediate Past President: Assist the Executive Board in the performance of their Duties.

Section 3. Elections.

- a. Time of elections: Election of members to the Executive Board shall be held annually at the Spring meeting.
- b. Nominations: The Nomination Committee shall present a slate of the officers and directors to be elected at the Spring meeting. Nominations from the floor may be made.
- c. Method of election: The election shall be held by voice vote of the general membership in attendance.

Section 4. Terms of Executive Board.

- a. Length of term: Each Executive Board member shall serve a two (2) year term commencing July 1 or until their successors are elected.
- b. Even Years: Commencing with the 1986 election and each even year thereafter, the President, Corresponding Secretary, and three (3) Directors shall be elected from the general membership.
- c. Odd Years: Commencing with the 1985 election and each odd year thereafter, the Vice President, Recording Secretary, Treasurer, and two (2) Directors shall be elected from the general membership.
- d. Immediate Past President: The term of office shall be for one year following the end of his/her term as President.

Section 5. Meetings.

- a. Number of meetings: The Executive Board shall meet at least six (6) times a year, which may include the Spring and Fall general meetings of the membership.
- b. Special Meetings: Special meetings may be called by the President or by a simple majority of the Executive Board.
- c. May Meeting: The Old Board and the New Board members shall meet at the last Executive Board meeting of the fiscal year. This shall generally be held in the month of May.

Section 6. Quorum. A majority of the members of the Executive Board shall constitute a quorum.

Section 7. Office. No member shall hold more than one elective office at any time in this Association.

Section 8. Membership. All officers shall maintain an individual membership in the Association.

Section 9. Replacement.

- a. Attendance: Any Executive Board member absent three (3) consecutive meetings without being accounted for shall be replaced by majority vote of the Executive Board at the next regularly scheduled meeting. The replacement should represent the same type of library original board member.
- b. Replacement:
 - 1)Directors: Any Director who cannot fulfill his/her term of office is encouraged to identify a replacement from the general membership for the Board. The Executive Board shall elect a replacement if more than three (3) meetings are remaining in the unexpired term of office. The replacement should represent the same type of library as the original board member.
 - 2)Officers: The Executive Board shall elect from its membership replacement for any officer unable to complete his/her term of office. The Executive Board shall then elect a new board member for the balance of the term of office of the vacant position.

ARTICLE V – COMMITTEES

Section 1. Executive Committees. Executive committees to carry on the programs, policies and objective of this Association shall be appointed by the President with the approval of the Executive Board. Each committee shall receive a charge and term of appointment when established.

Section 2. Standing Committees. Standing committees shall include:

- a. Nominating: to name one or more members of the Association for each vacant office on the Executive Board.
- c. Membership: To assist the Corresponding Secretary in the maintenance of the current roster of the general membership.
- a. Auditing: To certify an annual accounting of the Association’s financial records.

Section 3. Annual Report. All committees shall be required to submit a written annual report to the Executive Board prior to the Spring general meeting of the Association.

ARTICLE VI – DIVISIONS, SECTIONS AND ROUND TABLES

Section 1. Divisions, Sections and Round Tables. Divisions, Sections, and Round Tables may be created by the Association from time to time as deemed desirable.

Section 2. Rules. A Division, Section, or Round Table is authorized to adopt rules for the transaction of its business, provided they do not conflict with the By-Laws and Standing rules of the Association. A Division, Section or Round Table may, in its rules, provide for dues for its own use.

Section 3. Meetings. Each Division, Section, or Round Table shall hold an annual meeting. At this meeting, the Division, Section or Round Table shall elect a chairman and other such officers as are provided for in its rules.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. General meetings. There shall be at least two (2) general meetings each year, one in the Fall and one in the Spring.

Section 2. Special meetings. Special meetings may also be called upon the written request of fifteen (15) members of the Association shall constitute a quorum.

Section 3. Quorum. Fifteen (15) members of the Association shall constitute a quorum.

ARTICLE VIII – GIFT DEPOSITORY

The records of the Orange County Library Association have been given to the archives of the University of California, Irvine, Library as a gift. They are available for research at the Supervised Reading Room 105 of the University Library. The Accession Numbers are: RH Acc. 79-1, 79-2, 79-3.

ARTICLE IX – RULES

The proceedings of this Association shall be governed by Robert's Rules of Order Newly Revised.

ARTICLE X – AMENDMENTS

These By-Laws may be amended at any regular meeting or at any special meeting called for that purpose, provided that all members have been notified of such amendments at least 30 days prior to the meetings. A 2/3 vote of members present shall be necessary to amend.

ARTICLE XI – DISSOLUTION

Upon dissolution of the association, all assets, after payment of debts and obligations, will be distributed for charitable or educational purposes, or to organizations established for such purposes, and exempt from Federal Income Tax as organizations described in Section 501 (c) (3) of the Internal Revenue Code.