

AAHSL Bylaws as of 12/22/2008	ASSOCIATION OF ACADEMIC HEALTH SCIENCES LIBRARIES BYLAWS Initially adopted: 1996 Revision: January 2003 <i>Proposed changes from the Membership Task Force August 2009. Approved by Board of Directors for recommendation to the Membership for formal approval, September 2009.</i> Old language in strikeout ; new language in <u>underline</u> .
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ARTICLE I – Name and Objectives

SECTION 1. The name of this not-for-profit corporation organized in 1995 and incorporated in 1996 under the laws of the District of Columbia shall be the Association of Academic Health Sciences Libraries, hereinafter referred to as "AAHSL" or the Association.

SECTION 2. As a not-for-profit corporation, which is exempt under section 501(c)(6) of the Internal Revenue Code, no part of the property, assets or net income of AAHSL shall inure to the benefit of any director, officer, member, or other private person except that AAHSL shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in its Articles of Incorporation.

ARTICLE II - Membership

Section 1. Classes of Membership. There shall be two classes of Members of the Association: ~~Regular~~ Full and Associate.

Rationale: The Membership Task Force felt that "Full" member is a clearer descriptor than "Regular" in distinguishing the two membership categories in the bylaws and other AAHSL documentation.

Section 2. Full Members. Full Members shall be academic health sciences libraries of institutions that are members of the Association of American Medical Colleges.

Section 3. Associate Members. Associate Members shall be institutions or organizations that have an interest in the purposes and activities of the Association.

Section 4. Criteria for Membership. The Board of Directors of the Association shall from time to time establish criteria for both classes of membership, in addition to those set forth in the Articles of Incorporation and in these Bylaws, and shall establish procedures by which to accept and review applications for membership.

Section 5. Member Representatives.

- a) Each ~~Regular~~ Full Member shall be represented by its director, chief executive officer, or by such person as shall be designated by that officer or director by whatever title he or she is known (hereinafter the director). Representation of a member library shall cease and any office shall be relinquished upon a person's retirement or termination as a director. When a member library directorship is vacant, the acting or interim director,

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or other person in charge, shall have the rights and privileges of a representative, except that he or she may not hold office in the Association.

- b) Each Associate Member shall be represented by its director or chief executive officer or by such person as shall be designated by that officer.

Section 6. Voting Rights.

- a) Each ~~Regular~~ Full Member shall have one vote, to be cast by its representative. In the event that a representative cannot be present at a meeting of the Association, another officer of the member library may vote instead, provided a written proxy, signed by the representative, is delivered to the Secretary/Treasurer before the start of the meeting.
- b) Associate Members shall not be eligible to vote.

ARTICLE III - Board of Directors

Section 1. Governance. The governance of the Association shall be vested in a Board of Directors.

Section 2. Composition of the Board. The Board shall be composed of the elected and appointed officers, described in Article IV of these bylaws, three (3) directors-at-large elected by the Full Members and any other officers appointed by the Board.

Section 3. Powers of the Board. The Board shall be the policy making and administrative body of the Association between Annual Meetings of the Members and shall be empowered to enter into contracts and to authorize such expenditures as may be necessary to carry on the affairs of the Association.

Section 4. Voting Rights. Each elected officer shall have (1) one vote, except the President, who shall vote only in the event of a tie. Appointed officers shall have no vote.

Section 5. Executive Committee. There shall be an Executive Committee composed of the President, President-Elect, Immediate Past-President and Secretary/Treasurer.

Section 6. Powers of the Executive Committee. The Executive Committee shall have full power and authority to act for the Board between Board meetings, and shall report any and all actions taken to the full Board. The entire committee constitutes a quorum.

ARTICLE IV - Officers

Section 1. Elected Officers. Elected officers shall be a President, President-Elect, Secretary/Treasurer, Immediate Past-President and three (3) directors-at-large elected by the voting Members.

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Directors-at-large shall serve for staggered terms of three (3) years. Durations of term of office of other officers are as stated elsewhere in this Article. Terms of office shall begin and end at the close of the Annual Meeting of Members. Elected officers shall serve without compensation, fee or other payment, but shall be entitled to reimbursement for amounts advanced on behalf of the Association. Elected officers shall be directors representing voting members of the Association.

Rationale: This codifies current practice that officers be library directors of full members.

Section 2. Appointed Officers. Appointed officers shall be appointed by the Board as needed, and shall serve at its pleasure, with or without compensation, as determined by the Board. Appointed officers shall be directors representing voting members of the Association.

Rationale: This codifies current practice that officers be library directors of full members.

Section 3. Duties. Each officer shall perform those duties decreed by convention or parliamentary practice or by direction of the Board, subject to specific provisions or limitations made in the Articles of Incorporation or in these Bylaws.

Section 4. The President.

- a) The President shall preside at meetings of the Association, at meetings of the Board, at meetings of the Executive Committee and at other official functions of the Association, and shall represent the Association on all matters of official business.
- b) The President shall prepare a report of the activities of the Board and of the Association to be presented at the Annual Meeting.
- c) The President shall serve for one year.

Section 5. The President-Elect.

- a) The President-Elect shall have such duties as may be assigned by the Board or by these Bylaws, which include acting in the place of the President in the event of the President's absence or disability.
- b) The President-Elect shall serve for one (1) year and shall succeed to the presidency upon the completion of the term of his or her predecessor. If there is a vacancy in the office of President, the President-Elect shall immediately assume the presidency and complete the term of his or her predecessor. If such unexpired term exceeds six (6) months, the President-Elect shall relinquish the presidency at the close of the next Annual Meeting; if it is less than six (6) months, the President-Elect shall serve as President for the ensuing year. Any vacancy in the office of President-Elect shall be filled by a special election.

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- Section 6. The Immediate Past-President
- a) Upon completion of his or her term, the President shall serve on the Board for one (1) year as Immediate Past-President.
 - b) The duties of this office shall be as provided in these Bylaws or as assigned by the Board.

- Section 7. The Secretary/Treasurer.
- a) The Secretary/Treasurer shall be the Association's recording officer, who shall oversee recording and distributing minutes of meetings, processing membership applications, maintaining membership records and the performance of such other secretarial duties as are requested by the Board. He or she shall also be the Association's fiscal officer and, subject to the direction of the Board, shall oversee the receipt, custody and disbursement of the funds of the Association.
 - b) The Secretary/Treasurer shall serve for a term of three (3) years. If there is a vacancy in this office, it shall be filled by a Board appointee who shall serve until the next Annual Meeting, when the election of a full term successor shall take place.

Section 8. Appointed Officers. Appointed officers shall be assigned duties by the Board and shall serve at its pleasure.

Section 9. Removal. Any officer of the Association may be removed from office by the affirmative vote of the Board whenever in its judgment the best interests of the Association shall be served thereby.

ARTICLE V - Nominations and Elections

Section 1. Nominating Committee. At least six (6) months prior to the Annual Meeting, the President shall appoint two (2) directors representing ~~Regular~~ Full Members who are not members of the Board of Directors who, together with the President-Elect as chair, shall serve as the Nominating Committee.

Section 2. Nominating of Officers. The Nominating Committee shall prepare a slate of candidates, one for each vacancy in elective office, which shall be announced in the Annual Meeting notice, to be distributed to all members at least thirty (30) days prior to that meeting. Additional nominations shall require a petition signed by five percent (5%) of the ~~regular~~ full membership. All candidates shall signify, in writing, their willingness to serve if elected.

Section 3. Election of Officers. The election shall be held at the Annual Meeting. If there are no additional

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nominations, the Chair of the Nominating Committee shall move to accept the slate. If there are additional nominations, the Chair of the Nominating Committee shall conduct a paper ballot. If there are two (2) or more candidates for a position, the one receiving the greatest number of votes shall be elected; ties shall be resolved by lot.

Section 4. Vacancies. Except as otherwise provided in these Bylaws, vacancies in any office shall, in the discretion of the Board, be filled by the Board or left vacant until the next Annual Meeting, at which time an election shall be held as earlier prescribed.

ARTICLE VI - Committees

Section 1.

- a) The Finance Committee chair shall be the Immediate Past-President, and other members shall be the Secretary/Treasurer and one (1) Board Member who shall have served as a Board member for (1) one year. This committee shall prepare the Association's annual budget and be responsible for an annual audit of the Association's accounts
- b) Standing Committees. Standing committees in addition to the Executive Committee, Nominating Committee and Finance Committee may be established by the Board and shall be composed of directors ~~representing Regular Members~~ or individuals recommended by their directors. The President-Elect shall select members of these committees and shall designate the chair, who shall be a voting member of the Association. The members of each such standing committee shall serve staggered three-year terms.

Rationale: This allows greater participation of member institution staff in the volunteer activities of the Association and codifies current practice that committee chairs are from full members.

Section 2. Ad Hoc Committees. Ad Hoc Committees shall be established and charged by the Board as needed. Membership of ad hoc committees shall not be restricted to directors representing Members of the Association.

ARTICLE VII- Meetings

Section 1. Association Meeting. The Association shall hold an Annual Meeting of Members. Special meetings shall require the initiative or the assent of ten percent (10%) of the ~~Regular~~ Full membership. The time and place of the Annual Meeting and all special meetings shall be determined by the Board. Notice of the time, place and agenda of all meetings shall be distributed to all Members at least thirty (30) days prior to the Annual Meeting and 30 days prior to any called meetings. The quorum at any meeting of the Association shall be the ~~Regular~~ Full Members present.

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- Section 2. Board of Directors Meetings. The Board shall meet at least once each year, in conjunction with the Annual Meeting of Members. Other meetings of the Board shall be held at any time on the call of the President or at the request of one-third of the Members of the Board. Notice of meetings of the Board shall be distributed to its members in writing, by mail, email, fax, or any other electronic transmission, at least two (2) weeks in advance, stating the time, place and purpose. The quorum at any meeting of the Board shall be a majority of the elected officers.
- Section 3. Voting Requirements. At all meetings of the Members and of the Board, the vote of the majority of those present and voting shall be the act of the Association or of the Board, except as otherwise provided.
- Section 4. Mail Ballot. Any proposal or recommendation that comes before a meeting of the Board shall be submitted by mail, email, fax, or any other electronic transmission ballot to the ~~Regular~~ Full Members if a majority vote of those present so directs. The simple majority of votes cast in such ballots shall prevail, except as otherwise provided. The Board shall set the closing date for receiving valid ballots, which in no case shall be less than thirty (30) days from the date of distribution of ballots
- Section 5. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all elected members of the Board and such written consent is filed with the minutes of the Board meetings.
- Section 6. Waiver of Notice. Whenever any notice is required to be given to any members of the Board under the provisions of these bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice.
- Section 7. Meetings via telecommunications technology. The Board or any committee may hold a meeting using telecommunications technology (e.g., conference call, e-mail, web-based chat) by means of conference Telephone call or similar communications equipment by means of which all individuals participating in the meeting can hear each other at the same time, participants can see or hear each other's comments, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting. Any proposal which may otherwise be considered by the Board may be submitted to the members of the Board in a meeting by means of telecommunications technology, conference call or other or similar communications equipment and, in such event, the validated vote of that percentage of Board

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members otherwise required by these Bylaws responding thereto shall be the act of the Board. This provision does not require the inclusion by telephone conference of a member of the Board or any committee who is unable to be physically present at a meeting of the Board or any committee, respectively, at which a quorum is physically present.

ARTICLE VIII - Finances

Section 1. Dues. The initial amount of annual dues shall be established by the Board. The membership shall be notified at least thirty (30) days in advance of the annual meeting of any dues change to be discussed at the annual meeting. The final motion must be approved by the majority of those attending the annual meeting. Following the meeting a ballot containing the proposed change along with a summary of the annual meeting discussion shall be sent to each voting member. Ballots shall be counted at the organizational headquarters thirty (30) days after distribution to the membership. Dues increases must be approved by at least 60% of ballots returned.

Section 2. Fiscal Year. The fiscal year shall be the calendar year.

Section 3. Budget. An annual budget shall be approved by the Board of Directors.

ARTICLE IX - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association, provided they are not inconsistent with the Articles of Incorporation and these Bylaws and any special rules of order that the Association shall adopt.

ARTICLE X - Corporate Action

No action of the Association is to be construed as committing any Member to the Association's position on any issue.

ARTICLE XI - Seal

The seal of the Association shall be circular in form and there shall be inscribed thereon the name of the Association and the year of its organization. The Board may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

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ARTICLE XII - Office

The Association shall maintain a registered office in the District of Columbia and such other offices as determined from time to time by the Board.

ARTICLE XIII Indemnification of Officers and Directors

The Board may exercise to the full extent its powers which the Association has under District of Columbia law, as such law exists from time to time, to indemnify Board members, officers, employees and agents for expenses incurred by reason of the fact that they are or were Board members, officers, employees or other agents of the Association. Such expenses shall include attorney’s fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board may make advances against such expenses upon terms decided by it. The Board may exercise the full extent of the powers which the Association has under District of Columbia law, as such law exists from time to time, to purchase and maintain insurance against the risks above - described on behalf of its Board members, officers, employees and agents.

ARTICLE XIV – Dissolution

Upon the dissolution of the Association, the board of directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the board shall determine.

Rationale: This is an association “best practice”. All non-profit associations should publicly state that upon dissolution their assets will be used to support the purpose of the association via another non-profit entity.

ARTICLE ~~XIV~~XV -Amendment of Bylaws

Amendments to these Bylaws shall be proposed by the Board or by petition signed by not less than ten percent (10%) of the Association members. Notice of proposed amendment shall be sent to each member thirty (30) days prior to the Annual Meeting, such notice to be accompanied by details of the time, date, and place of the meeting. Opportunity shall be given at the Annual Meeting for debating and amending any properly proposed amendments to any part of the Bylaws. Amendments proposed by petition shall first be presented to the Board in sufficient time for verification of signatures and for the thirty (30) day notice period to be met.

Following the meeting, a ballot containing all proposed amendments along with a summary of the Annual

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Meeting discussion on the amendments shall be distributed to each Association member. The time of the beginning and closing of the ballot and reporting results shall be fixed by the Board, but not more than sixty (60) days following distribution of the ballots. A two-thirds vote of those responding to the ballot shall be required to amend the Bylaws.