

California Chapter of the Music Library Association – Constitution and Bylaws

1. Name

This organization shall be known as the California Chapter of the Music Library Association, also known as MLA/CC (the "Chapter").

2. Purposes

2.1 The purposes of this Chapter shall be:

- 2.1.1 To promote the purposes of the Music Library Association (the "National MLA") as set forth in its constitution;
- 2.1.2 To bring together all persons in the region interested in music libraries and collections;
- 2.1.3 To establish communication with libraries not affiliated with the National MLA and its chapters, and to determine how the Chapter may be helpful to the individual library;
- 2.1.4 To stimulate professional activities among the members by exchanging ideas, discussing problems, and other means;
- 2.1.5 To initiate and encourage studies to improve the organization, administration, and scope of music collections in the libraries represented by members.

The Chapter shall carry on charitable and educational activities consistent with the foregoing purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

2.2 The Chapter is a chapter of the National MLA, which is a non-stock, non-profit association, organized and operated exclusively for said purposes. No part of the net earnings of the Chapter shall inure to the benefit of any individual. No officer, member, or delegate of a member shall, as such, receive compensation except that reasonable compensation may be paid for services of employees of the Chapter.

2.3 Non Partisan Activities. No substantial part of the activities of the Chapter shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; the Chapter shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Membership

3.1 Qualifications for membership

- 3.1.1 Any person who is interested in the purposes of the Chapter is eligible for membership.

- 3.1.2 Eligible persons shall be considered Regular members upon payment of the annual dues.
- 3.2 Privileges of members
 - 3.2.1 All membership categories with the exception of Institutional shall be entitled to vote at business meetings, through electronic ballots, or through mailed ballots.
 - 3.2.2 Members shall receive all publications issued by the Chapter.
- 3.3 Dues
 - 3.3.1 The amount of the annual dues for each of the membership categories shall be determined by the Executive Board subject to the approval pursuant to Section 7 of this Constitution and Bylaws.
 - 3.3.2 All membership dues shall be paid to the Secretary/Treasurer. Receipts will be given upon request.
 - 3.3.3 The membership year shall be from July 1 to June 30.
 - 3.3.4 If a member's dues remains unpaid for six months, the Secretary/Treasurer or other member of the Executive Board will attempt to contact and inform the member that his/her membership privileges have ceased. To regain privileges, dues must be paid in full.
- 3.4 Membership categories
 - 3.4.1 Regular. Available to all persons actively engaged in library work, or who have a serious interest in the stated purposes of the Chapter.
 - 3.4.2 Student. Available to persons attending school full or part-time who have a serious interest in the stated purposes of the Chapter.
 - 3.4.3 Institutional. Available to businesses, associations, or institutions who have a serious interest in the stated purposes of the Chapter.
 - 3.4.4 Sustaining. Available to persons who have a serious interest in the stated purposes of the Chapter and are interested in providing a higher level of financial support.
- 4. Officers
 - 4.1 Eligibility for office
 - 4.1.1 Any Regular, Student, or Sustaining member is eligible for election to office.
 - 4.1.2 During their terms of service, the officers shall be members of the National MLA.
 - 4.2 The elected officers of the Chapter shall be:
 - 4.2.1 a Chair
 - 4.2.2 aPast Chair
 - 4.2.3 a Vice- Chair/Chair Elect, and
 - 4.2.4 a Secretary/Treasurer.

4.3 Duties of the officers

- 4.3.1 The Chair shall have general supervision of the affairs of the Chapter. The Chair shall act as chief executive officer of the Chapter and shall preside at all meetings, appoint committees, call meetings of the Chapter or the Executive Board as required, and perform the duties customary to this office. The Chair shall file a report annually with the National MLA outlining the Chapter activities and listing the officers of the Chapter. The Chair may serve as an ex officio member of all committees except the Nominating Committee.
- 4.3.2 The Vice-Chair/Chair Elect or the Past Chair, as applicable, shall act as chief executive officer in the event of the Chair's inability to serve.
- 4.3.3 The Secretary/Treasurer shall issue notices for all meetings, except for notices of special meetings of the Executive Board that are called by the Chair; record the minutes of the business meetings and the Executive Board meetings; preserve all official records and reports of the Chapter; maintain accurate records of income and expenditures; conduct correspondence relating to finances and other correspondence as directed by the Chair; collect dues; write checks for authorized expenditures; and prepare financial reports for the annual business meeting.

4.4 Terms of office

- 4.4.1 Vice-Chair/Chair Elect, Chair and Past Chair. The term of office for the Vice-Chair/Chair Elect, Chair and Past Chair shall be one year as Vice-Chair/Chair Elect, two years as Chair, and one year as Past Chair. A Past Chair and Vice-Chair/Chair Elect shall never serve at the same time. An incumbent may not serve successive terms.
- 4.4.2 Other officers. The terms of office of the Secretary/Treasurer shall be two years. Incumbents may succeed themselves.
- 4.4.3 No elected officers shall serve on the Executive Board for more than four consecutive years.
- 4.4.4 The elected officers shall serve on a membership year basis.

4.5 Election procedures

- 4.5.1 The Nominating Committee shall present a slate of qualified candidates for officers to the Chair by April 15 of each year.
- 4.5.2 Ballots shall be electronically distributed no later than May 1 of each year, and shall be returned by voting members no later than the date specified on the ballot.
- 4.5.3 Officers shall be elected by a plurality of the ballots, by members eligible to vote.
- 4.5.4 A majority vote of the Executive Board shall break a tie.

4.6 Vacancies

- 4.6.1 In the event of a vacancy in any office (and corresponding Executive Board position), an interim appointment shall be made by the remaining members of the Executive Board. Any officer appointed by the Executive Board pursuant to this Section 4.6

may be removed at any time, with or without cause, by a majority vote of the Executive Board.

4.6.2 In the event of vacancies in two or more of the offices, the Executive Board shall call a special election by the members eligible to vote in order to fill the vacancies. The election shall take place no later than one month from the date of the vacancies unless they occur within sixty days prior to the next scheduled election. The vacancy shall be filled by a majority vote of the members present, so long as a quorum is present.

4.6.3 Non-attendance at two consecutive Executive Board meetings will constitute a vacancy for purposes of this Section 4.6.

Resignation. Any officer may resign at any time upon written notice by such officer to the Chapter.

5. Executive Board

5.1 The Chair, Vice-Chair/Chair-Elect, Past Chair and Secretary/Treasurer shall constitute the Executive Board.

5.2 Duties. The Executive Board shall act in the name of the Chapter between the regular business meetings of the Chapter, authorize necessary disbursements by the Secretary/Treasurer or by the Chair, represent the Chapter at meetings of the National MLA and other organizations or societies, and perform other duties specified in the Constitution and Bylaws.

5.3 Executive Board Meetings. Regular meetings of the Executive Board shall be held at least twice annually at such place or places as the Executive Board may from time to time designate. The Chair may call special meetings of the Executive Board with at least two weeks' notice prior to the date of the special meeting. Such meetings shall be held at such place or places as the Executive Board may from time to time designate.

5.4 Participating in Meetings. Any meeting of the Executive Board, whether regular or special, may be held in person or by conference telephone or electronic video screen communication.

5.5 Notice. Notice of the time and place of each regular and special meeting shall be given to each member of the Executive Board at least two weeks prior to the day on which the meeting is to be held. The notice need not specify the purpose of the meeting.

5.6 Decisions. Decisions shall be made by a majority of the members of the Executive Board.

5.7 Authority. The Chapter's activities and affairs shall be conducted, and all powers shall be exercised, by or under the direction of the Executive Board. The Executive Board may delegate the management of the activities of the Chapter to any person or persons or committee however composed, provided that the activities and affairs of the Chapter shall be managed and all powers shall be exercised under the ultimate direction of the Executive Board.

5.8 Action and voting outside of Executive Board meetings. Subject to the agreement of a majority of Executive Board members, action, including voting, may take place between meetings via any medium, electronic or otherwise, that is available to all Executive Board members. Any such action taken between meetings shall have the same force and effect as if such action was taken at a meeting duly called and held. Such actions will be recorded in the minutes of the following official meeting.

6. Committees

6.1 The standing committees shall be the Nominating and Program Committees. The Chair, in consultation with the Executive Board, shall appoint chairs and members of all committees.

6.1.1 The Nominating Committee shall consist of chapter members, of whom a maximum of one member may also be a member of the Executive Board. Membership will be balanced as much as possible amongst the different geographic areas of the chapter. The Committee is responsible for preparing a slate of candidates for the Executive Board.

6.1.2 The Program Committee shall consist of chapter members, including at least one Executive Board member. The Committee is responsible for preparing the programs for regular meetings and for conducting all business concerning these programs. One member of the committee should be from the locality where the next regular meeting is to be held.

6.2 The Executive Board may establish other committees or positions to consider affairs of the Chapter that require continuous or repeated attention by members. A list of the committees and their charges shall be maintained by the Secretary/Treasurer. These committees shall be responsible to the Executive Board, which will delegate such powers and functions to them as the Executive Board finds desirable for carrying out the objectives of the Chapter.

7. Chapter Meetings

7.1 Time and place.

7.1.1 Regular Meetings. A minimum of one regular meeting shall be held each year, at the institution of one of the regular members, or in any other location suitable to the purpose of the meeting. The date and time shall be determined by the Executive Board and the Program Committee.

7.1.2 Notice. Members shall be notified no fewer than 30 days in advance of all regular meetings.

7.1.3 Special Meetings. Special meetings may be called by the officers for any emergency or any special event deemed of special interest to the members. Members shall be given as much advance notice as possible.

7.2 Business Meetings. A business meeting shall be conducted at each regular Chapter meeting.

7.3 Decisions. Decisions shall be made by a majority of members present at a Chapter meeting, provided a quorum is present.

7.4 Quorum. At any meeting, a quorum shall consist of twenty percent of the voting members.

7.5 Action without a meeting. Any action required or permitted to be taken at any regular meeting or business meeting may be taken without a meeting if a majority of all members, consent thereto in writing, by electronic transmission, or by electronic or written ballot. Any written consent or consents shall be filed with the minutes of the Chapter.

8. Chapter Communications

8.1 The Chapter will communicate in a timely manner to notify members of news and business relating to Chapter activities, interests and forthcoming meetings, to expedite Chapter elections, and to share any other items the Chapter (or Executive Board) deems necessary or relevant. To accomplish this, the Executive Board may appoint a person, persons or a committee to create, maintain and/or update communication infrastructures and content, as necessary.

9. Amendments

9.1 Amendments to the Constitution and Bylaws may be proposed by the Executive Board or any voting member of the Chapter. Proposals originating from members outside of the Executive Board shall be presented in writing to the Executive Board at least one month before the proposal is presented to the membership.

- 9.2 Amendments to the Constitution and Bylaws may be made by a two-thirds vote of the membership provided that a quorum is met. Members must be given at least two weeks written notice of the proposed amendments.
10. Parliamentary authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the Chapter may adopt.
11. Dissolution. Should future exigencies make the dissolution of the Chapter necessary, the properties of the Chapter shall be disposed of by a gift to the National MLA.
12. Fiscal Year. The Chapter's fiscal year shall be from July 1 to June 30.
13. Notices. Except as may otherwise be required by law, any notice to any Executive Board member may be delivered personally or by mail or by telephone, including a voice messaging system, or by electronic transmission by the Chapter. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mails, addressed to the addressee at his or her last known address in the records of the Chapter, postage prepaid.