

ASERL Bylaws Update

February 1, 2019

Why Update the Bylaws?

- Current version was largely drafted in 1999, before ASERL was formally incorporated or received tax-exempt status
- Include the organization's nonprofit status
- Add info about Executive Director's position
- Add info to allow e-meetings/virtual meetings
- Streamline bureaucratese: e.g., consolidate the Board and Officers sections
- Update office location

Changes – Article 1: Offices and Seal

- Added Tax exempt status as 1.4: “**Tax-Exempt Status**. The Association is organized for educational purposes within the definition of section 501(c)(3) of the Internal Revenue Code (or by the corresponding provision of any future United States Revenue Law) to promote the progress and advancement of research libraries.”

Changes – Article 2: Membership

- Deleted: List of founding members; not required for bylaws
- Not changed:
 - Requirements for Membership. Should we add Carnegie Classification as a criterion for membership?
 - Dues requirement for ASERL Program Affiliates (stipulated in bylaws as 50% of current dues)

Changes – Article 3: Meetings of Members

- Added: Special meetings may be held in person, electronically or by telephone as determined by the Chair and the Executive Director. Special meetings may be requested by any member of the Board of Directors to 3.2
- Deleted: Part of 3.3 that does not reflect current practice in selecting meeting locations

Changes – Article 3: Meetings of Members

- Deleted: Part of 3.4 that does not reflect current practice for meetings
- Deleted: Parts of 3.7 and 3.8 that do not reflect how proxy votes are presently conducted
- Deleted: All of 3.10 – use of written ballots for voting – that does not reflect current practice

Changes – Article 4: Officers and Board of Directors

- Combined: Article 7 with Article 4 – Combine descriptions of “Officers” and “Board of Directors” into one section
- Removed: Redundant sections from bylaws as part of combining Articles
- Added: Description of Executive Director role
- Informed by other bylaws we used as models (GWLA, ArchivesSpace, HathiTrust)

Article 4:

Added: Description of Executive Director

- **4.4 Executive Director.** The Executive Director serves as the Association's chief operating officer and reports to the President.
- The Executive Director is responsible for implementing policies, programs, and initiatives established by the Board of Directors and the Association membership and for directing the Association's daily operations. The Executive Director also supports the Board of Directors in record-keeping and acts as the primary Association spokesperson
- The Executive Director is appointed by the Board of Directors and the annual evaluation of the Executive Director's performance is conducted by the President with input from the Board of Directors.

Changes – Article 5: Meetings of Directors

- Replaced: Entire Article replaced as it was outdated
- Used GWLA's bylaws as model for this article
- Addresses e-meetings/virtual meetings

Changes – Articles 6 & 7

Article 6: Committees

Old #7: Deleted / Combined with Article 4

- No changes to Article 6
- Existing Article 7: Combined into Article 4

Changes – Articles 8 & 9

Old #8 / New #7: General Matters

Old #9 / New #8: Amendments

- Old #8 / New #7: Added info to reflect role of Executive Director
- Old #8.7 / New #7.7 : Deleted: Form and Delivery of Notice does not reflect current practice
- Old #8.8 / New #7.8 : Deleted: Waiver of Notice does not reflect current practice
- Old #9 / New # 8 : No changes

New – Article 9

- New Section Added: Dissolution policies and procedures
- ASERL can be dissolved with recommendation from the Board and a three-fourths majority vote
- Assets would be distributed as determined by Board “to promote the progress and advancement of research libraries.”
- Used GWLA’s bylaws as model for this article

Questions?

- Desired next steps?
- Goal to approve at May 2019 business meeting
- Any changes require at least 2/3 affirmative vote of membership (minimum of 26 ASERL libs)