

**BYLAWS OF THE
MINNESOTA ASSOCIATION
OF LAW LIBRARIES**

Last Amended: May 19, 2017

ARTICLE I.

Name

Section 1.1. Name. The name of this Corporation shall be the Minnesota Association of Law Libraries (the "Corporation"), a chapter of the American Association of Law Libraries (the "AALL").

ARTICLE II.

Object

Section 2.1. Object. The Corporation is organized and operated exclusively as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time. It shall be conducted as a nonprofit corporation to facilitate the administration of and access to justice through the dissemination of legal information and through education of its members and the public.

ARTICLE III.

Membership

Section 3.1 Members. Memberships in the Corporation shall be open to all persons interested in law libraries or law librarianship.

a. Becoming a Member: An individual may become a member upon payment of dues.

b. Termination of Membership: Membership may be terminated, by request of the individual or upon reasonable notice, for nonpayment of dues. If a member's dues have been paid by an institution, that member shall be entitled to exercise all of the rights and preference of membership so long as he or she is employed by that institution. If the individual's employment by the institution is terminated, such individual shall no longer be entitled to exercise the rights and preferences of membership, and the institution may transfer the membership to another individual employed by the institution, as communicated in writing to the Corporation.

c. Retirement: At the occasion of retirement, any MALL member may elect to continue membership in MALL through the standard process of membership renewal, with the exception that persons who have paid dues for at least five years may elect to have their membership dues waived during their retirement.

d. Rights and Preferences: All members are entitled to vote and have equal rights and preferences.

e. Dues. Dues for members shall be set by the Executive Board. Proposed changes to dues shall be published in the Corporation's newsletter as an agenda item for the next Corporation business meeting, and must be ratified by the members of the Corporation.

Section 3.2. Regular Meetings. There shall be at least three regular meetings of the Corporation's members each year. One of these regular meetings shall be held in April, May, or June and shall be designated as the annual meeting of the members. At the annual meeting, the names of the successors for

the officers and Executive Board members whose terms have expired or whose terms expire at the annual meeting shall be announced; there must be a report on the activities and financial condition of the Corporation; and the members shall consider and act upon other matters as may be raised.

Section 3.5. Special Meetings. Special meetings of the Corporation may be called by: (i) the Executive Board; or (ii) by at least 50 members or ten percent of the members, whichever is less, who have signed, dated and delivered to the President or Secretary/Treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

Section 3.6. Notice of Meeting. The Secretary/Treasurer shall give to each member (at the address shown for each member on the books of the Corporation) notice of each regular or special meeting of members, or of a membership vote on any issue, not less than five (5) nor more than sixty (60) days prior to the date thereof. The notice shall so inform members that proxy voting is permitted and state the procedure for appointing proxies. Such notice shall state the date, time and place of the meeting, and, in the case of a special meeting, the purpose or purposes thereof. Furthermore, if the purpose of the meeting is to amend these Bylaws, such notice shall include the substance of the proposed amendment. A member may waive his or her notice of a meeting of members, and such waiver shall be effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a member at the meeting is a waiver of notice of that meeting, unless such member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 3.7. Record Date. The Executive Board may fix a date, not exceeding sixty (60) days preceding the date of any meeting of the members, as a record date for the determination of the members entitled to notice of and to vote at such meeting, and in such case only members of record on the date so fixed, or their legal representatives, shall be entitled to notice of and to vote at such meeting.

Section 3.8. Quorum. Ten percent of the total membership of the Corporation, whether represented in person or by proxy, shall constitute a quorum at any meeting of the members. If a quorum is not present, those members present may adjourn the meeting for that reason.

Section 3.9. Voting. At each meeting of members, and with respect to any matter upon which the members shall have a right to vote, each member shall be entitled to one vote. Each member may vote in person, electronically or by proxy appointed in writing from such member. A member may so appoint another member to act as his or her proxy at any specified meeting of the members. Such proxy shall be filed with the Secretary/Treasurer of the meeting at or before the meeting. When determined to be advisable by the Executive Board, the entire vote on any single issue may be by mail or electronically, including, without limitation, the election of officers and the Member-at-Large, as provided in these Bylaws. In such case, the notice provided for in Section 3.6 of these Bylaws shall state each issue to be voted on, indicate the number of responses needed to meet the quorum requirements, state the percentage of approval necessary to approve each matter, specify the time by which a ballot must be received by the Corporation in order to be counted. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the members shall take action by the affirmative vote of a majority of the members with voting rights present and entitled to vote, which must also be a majority of the required quorum, at any duly held meeting at which a quorum is present or has been present.

Section 3.10. Members List. The Corporation shall prepare an alphabetical list of the name of its members who are entitled to notice and to vote. The list must show the address of each member entitled to vote at the meeting. The list of members must be available for inspection by a member with voting rights for the purpose of communication with other members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the meeting, at the Corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. This list must also be available at the meeting.

Section 3.11. Electronic Conferences and Participation by Electronic means. A conference among members conducted by any means of communication through which such members may simultaneously hear each other during the conference shall constitute a meeting of the members, if the same notice is given of the conference as would be required for a meeting of the members, and if the number of members participating in the conference is a quorum. A member may participate in a meeting of the membership by any means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting.

Section 3.12. Unanimous Action Without a Meeting. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.13. Transfer of Membership. Except as provided in Section 3.2(b) of these Bylaws, no member may transfer or assign such member's membership or any membership rights.

ARTICLE IV.

Officers

Section 4.1. Number and Qualification. The officers of the Corporation are the President, Vice President/President Elect, and the Secretary/Treasurer. All officers of the Corporation must be members in good standing of the Corporation, and the President and Vice President/President Elect must be members in good standing of the American Association of Law Libraries. No officer may hold more than one office at a time.

Section 4.2. Election. Except as otherwise permitted by law, and except as otherwise set forth in Section 4.7 of these Bylaws, the officers shall be elected by the members in accordance with the following election procedures:

- a. The election of officers will be conducted every year by mail or electronic ballot, to be completed not later than five (5) days prior to the annual meeting.
- b. The Nominating Committee shall submit nominees for officer positions to the President at least twenty (20) days prior to the annual meeting.
- c. Additional nominations may be made by any member in good standing of the Corporation by communicating such nomination to the President in writing, endorsed by the signatures of at least five percent of the Corporation's members at least twenty (20) days prior to the annual meeting.
- d. In the event paper ballots are used, the Secretary/Treasurer shall mail a copy of the ballot to each member of the Corporation at least fourteen (14) days prior to the annual meeting. Ballots shall include the names of all persons nominated by the Nominating Committee or by petition who have agreed to serve if elected, and such other information as required by Section 3.9 of these Bylaws. Completed ballots must be received by the Secretary/Treasurer at least five (5) days prior to the annual meeting. The candidate for each office receiving the largest number of votes shall be elected.
- e. In the event electronic ballots are used, the details of conducting the election shall first be approved by the Executive Board. The Board shall ensure that an election conducted by electronic balloting is fair and preserves the right of secret ballot. The candidate for each office receiving the largest number of votes shall be elected. The Secretary/Treasurer shall then tabulate the results of the election and report these results at the annual meeting and in the Corporation's newsletter following such annual meeting.

Section 4.3. Term of Office. The President and the Vice President/President Elect shall be elected

to serve terms of office of one year, or until a successor is duly elected and qualified unless a prior vacancy shall occur by reason of death, resignation or removal from office. The Secretary/Treasurer shall be elected to serve a term of office of two years, or until a successor is duly elected and qualified unless a prior vacancy shall occur by reason of death, resignation or removal from office. Each officer's term of office shall begin at the close of the annual meeting immediately following his or her election, unless otherwise provided in these Bylaws.

Section 4.4. Authority and Duties. The officers shall perform those duties designated in these Bylaws and as may be designated from time to time by the Executive Board. Unless prohibited by resolution of the Executive Board, an officer may, without the approval of the Executive Board, delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

Section 4.5. Removal. Any officer may be removed from office, with or without cause, at any time by a resolution duly acted upon by the members of the Corporation.

Section 4.6. Resignation. Any officer may resign at any time by giving written notice to the President, or if such officer is the President, to the Vice President/President Elect. The resignation is effective when notice is given to the Corporation, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

Section 4.7 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise shall be filled as follows:

a. President. In the event that a vacancy occurs in the office of the President, the Vice President/President Elect shall automatically assume the office of the President for the remainder of the term plus one year.

b. Vice President/President Elect. In the event that a vacancy occurs in the office of the Vice President/President Elect, the members of the Corporation shall elect a new Vice President/President Elect to fill the vacancy for the remainder of the term, in accordance, generally, with the applicable election procedures set forth in Section 4.2 of these Bylaws. The term of office for the new Vice President/President Elect shall begin as soon as practicable after the tabulation of the election results by the Secretary/Treasurer.

c. Secretary/Treasurer. In the event that a vacancy occurs in the office of the Secretary/Treasurer, the Executive Board shall appoint a member to fill that office for the remainder of the term.

ARTICLE V.

Executive Board

Section 5.1. Members. The Executive Board shall be composed of the officers of the Corporation, the Immediate-Past President, and a Member-at-Large. The number of members of the Executive Board shall never be fewer than five (5) or any greater number required by law. All members of the Executive Board are entitled to vote and have equal rights and preferences.

Section 5.2. Election of Member-at-Large. Except as otherwise permitted by law, the Member-at-Large shall be elected by the members in any year of which there is no election for the office of Secretary/Treasurer, in accordance with the election procedures set forth in Section 4.2 of these Bylaws.

Section 5.3. Terms of Office. Executive Board members who are Corporation officers shall serve a term on the Executive Board corresponding to their term of office. The Immediate Past President shall serve

a term of one year on the Executive Board, or until a successor is duly elected and qualified unless a prior vacancy shall occur by reason of death, resignation or removal from office. The Member-at-Large shall serve a term of two years, or until a successor is duly elected and qualified unless a prior vacancy shall occur by reason of death, resignation or removal from office.

Section 5.4. Duties. The business and affairs of the Corporation shall be managed by or under the direction of the Executive Board. The Executive Board shall make recommendations to the members of the Corporation and perform other duties as specified by these Bylaws.

Section 5.5. Powers. The Executive Board shall have sole power, on behalf of the Corporation, or any of its committees, to incur indebtedness, solicit funding, make public statements, issue public writings and establish and maintain relations with other organizations.

Section 5.6. Removal. If a member of the Executive Board is an officer of the Corporation, such member shall automatically be removed from the Executive Board upon his or her removal from office. The Immediate-Past President or the Member-at-Large may be removed from the Executive Board, with or without cause, at any time by a resolution duly acted upon by the members of the Corporation.

Section 5.7. Resignation. Any member of the Executive Board may resign at any time by giving written notice to the Corporation. The resignation is effective when notice is given to the Corporation, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

Section 5.8. Vacancies. If a vacancy of a membership on the Executive Board occurs because of the death, resignation, disqualification or other removal of an officer of the Corporation, such membership on the Executive Board shall be automatically filled with the same individual duly elected and qualified as the new officer of the Corporation. A vacancy of the Immediate-Past President or Member-at-Large may be filled by the Executive Board for the unexpired term.

Section 5.9. Quorum. A majority of the members of the Executive Board then holding membership on the Executive Board shall constitute a quorum at any meeting of the Executive Board. If a quorum is not present, those members present may adjourn the meeting for that reason.

Section 5.10. Voting. At each meeting of the Executive Board, and with respect to any matter upon which the members of the Executive Board shall have a right to vote, each member shall be entitled to one vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the Executive Board shall take action by the affirmative vote of a majority of the members of the Executive Board present at a duly held meeting at which a quorum is present or has been present.

Section 5.11. Meetings. Meetings of the Executive Board shall only be called, and the time and place for them set, at the discretion of the President.

Section 5.12. Notice of Meetings. If the date, time and place of an Executive Board meeting have been announced at a previous meeting of the Executive Board, notice of such Executive Board meeting is not required. If notice has not been announced at such a previous meeting, each member of the Executive Board shall be given written notice of an Executive Board meeting not less than five (5) days prior to such meeting. A member of the Executive Board may waive notice of a meeting of the Executive Board, and such notice shall be effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a member of the Executive Board at the meeting is a waiver of notice of that meeting, unless such member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 5.13. Electronic Conferences and Participation by Electronic means. A conference among members of the Executive Board conducted by any means of communication through which such members

may simultaneously hear each other during the conference shall constitute a meeting of the Executive Board, if the same notice is given of the conference as would be required for a meeting, and if the number of members of the Executive Board participating in the conference is a quorum. A member of the Executive Board may participate in a meeting of the Executive Board by any means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting.

Section 5.14. Action Without a Meeting. An action required or permitted to be taken at a meeting of the Executive Board may be taken by written action signed by the number of members of the Executive Board that would be required to take the same action at a meeting of the Executive Board at which all members of such were present; provided, however, that any Executive Board written action requiring member approval must in all instances be signed by all members of the Executive Board. When written action is permitted to be taken by less than all members of the Executive Board, all such members must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action.

Section 5.15. Publication of Bylaws and Resolutions. The text of these Bylaws, any amendments of these Bylaws, and all major board resolutions and policy decisions of the Corporation shall be published in the Corporation newsletter.

ARTICLE VI. Committees

Section 6.1. Committees. There shall be such standing and special committees as the Executive Board shall create by resolution approved by the affirmative vote of a majority of the Executive Board, including, without limitation, a Nominating Committee. Such committees shall at all times be subject to the direction and control of the Executive Board.

Section 6.2. Appointment and Term of Office. Committee members shall be appointed by the President for a term of one year except as otherwise provided by the resolution of the Executive Board establishing the committee; provided, however, that membership of the Nominating Committee shall consist of three members representing at least three types of law libraries. The chairperson of each committee shall be designated by the President.

Section 6.3. Procedure. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure, the provisions of these Bylaws shall apply to committees and the members thereof to the same extent they apply to the Executive Board and its members, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions, and valid acts.

Section 6.4. Annual Report. Each committee shall submit to the Executive Board a written annual report of its activities, which shall contain any recommendations considered necessary or advisable. Additional reports shall be submitted at the option of a committee or as requested by the Executive Board or President. Summaries of the reports shall be published in the Corporation's newsletter.

Section 6.5. Restrictions. No committee shall incur expenses on behalf of the Corporation except as authorized by the Executive Board, nor shall any committee commit the Corporation by any declaration of policy.

Section 6.6. President. The President shall be ex officio member of all committees except the Nominating Committee.

ARTICLE VII.
Parliamentary Authority

Section 7.1. The rules contained in the current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE VIII.
Indemnification

Section 8.1. Indemnification of Members of the Executive Board, Officers, Employees and Agents. The Corporation, to the fullest extent permitted by Minnesota Statutes, Chapter 317A, the Minnesota Nonprofit Corporation Act, as amended from time to time, shall indemnify (and advance expenses to) any person eligible for indemnification or such advancement, including, but not limited to, current or former members of the Executive Board, officers, employees and agents of the Corporation.

ARTICLE IX.
Nondiscrimination

Section 9.1. Nondiscrimination. Neither membership nor full participation in the activities of this Corporation shall be denied to any person on account of race, color, religion, gender, age, national origin, disability, sexual orientation, or gender identity.