

# ARLIS/NA Northwest Chapter Bylaws Review

## ARLIS/NA Northwest Chapter Bylaws

As amended June 2021

### ARTICLE I: Name

Section 1: The name of the organization shall be Art Libraries Society of North America, Northwest Chapter (abbreviated as ARLIS/NA Northwest Chapter), hereafter referred to as the Chapter.

Section 2: This body is a Chapter of the [Art Libraries Society of North America](#), hereafter referred to as ARLIS/NA.

### ARTICLE II: Purpose

Section 1: The Chapter shall promote and support the [Core Values and Strategic Directions of ARLIS/NA](#) in the Northwest region including the states of Alaska, Idaho, Oregon, Washington and the provinces of Alberta and British Columbia and the Yukon Territory.

Section 2: The Chapter is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code of 1954, as amended, in order to advance the cause of art librarianship and to promote the development, management, and use of art and design libraries and visual resources collections. In furtherance of such purpose, the organization is authorized to:

- a. Promote the continuing professional education of its members and the general knowledge of the public by sponsoring conferences, seminars, lectures, workshops, and other exchanges of information and materials concerning all aspects of art librarianship and image management;
- b. Stimulate greater use of art and design libraries and visual resource collections by sponsoring, supporting, or publishing resources directories, bibliographies, inventories, periodical journals, occasional papers, reports, and related materials concerning the organization, retrieval, and preservation of art information;
- c. Foster excellence in art and design librarianship and the visual arts by promoting standards for art and design libraries and image collections, by advocating for improvements in the academic education, of art and design librarians and visual resource professionals, and sponsoring awards;
- d. Engage in any activities conducive to furthering ARLIS/NA's Core Values and Strategic Directions, providing that such activities may be lawfully carried on by an organization exempt from federal income tax under sections 501©(3) of the Internal Revenue Code of

1954, as amended (of the corresponding provision of any future United States internal revenue law).

### **ARTICLE III: Charitable Activity Restrictions**

Section 1: No part of the net income of the organization shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives of this organization.

Section 2: No substantial part of the activities of the organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3: Notwithstanding any other provisions set forth in these Articles of Incorporation (or constitution), at any time during which it is deemed a private foundation:

- a. The Chapter shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;
- b. The Chapter shall not make any investments in such manner as to subject the organization to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws and the organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;
- c. The Chapter shall not own any excess business holdings that would subject it to tax under section 4943 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;
- d. The Chapter shall not make any investments in such manner as to subject the chapter to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;
- e. The Chapter shall not conduct or carry-on any activities not permitted to be conducted or carried on by an organization exempt for tax under Section 501©(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or by an organization contributions to which are to be deductible under Section 170©(2) of such Code or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE IV: Dissolution**

Section 1: Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively for the charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501©(3) of the Internal Revenue code of 1986 or corresponding provisions of any subsequent federal tax laws and to

which contribution are then deductible under Section 170©(2) of such code or corresponding provisions of any subsequent federal tax laws. Organizations having purposes similar to those of this organization shall be preferred.

## **ARTICLE V: Membership and Dues\***

\*In this document, Chapter membership benefits are defined as follows:

- Northwest Societal Chapter Membership - includes voting, holding office at the Chapter level, serving on committees, discounted rates to Chapter meetings and events, and eligibility for the Chapter's professional development travel awards.
- Northwest Local Chapter Membership - includes serving on Chapter working groups and short-term projects, discounted rates to Chapter meetings and events, and eligibility for the Chapter's professional development travel awards.

Section 1: Northwest Societal Chapter Membership in the Chapter is conditional upon membership in ARLIS/NA.

- a. Any Individual Members of ARLIS/NA, regardless of their geographic location, are eligible to become a member of the Chapter.
- b. Business Affiliate Members of ARLIS/NA within the defined region may designate one person who shall be eligible to become a Northwest Societal Chapter Member.

Section 2: Northwest Local Chapter Membership is available to anyone who is not a member of ARLIS/NA.

Section 3: The membership year shall be January 1 to December 31.

Section 4: The Chapter shall have the right to assess dues and fees to cover expenses and special projects, subject to membership vote. Dues shall be determined by majority vote at the annual Chapter business meeting.

Section 5: The Chapter Past Chair, the ARLIS/NA Chapters Liaison, and the ARLIS/NA Canadian Member-at-Large shall be ex-officio members of the Chapter.

Section 6: The Chapter Past Chair (or a designate, if the Past Chair is not Canadian) shall be the ARLIS/NA Northwest Representative on the Executive Committee of the [ARLIS/NA Canada Chapter](#).

## **ARTICLE VI: Privileges**

Section 1: Only Northwest Societal Chapter Members are eligible to vote.

Section 2: Only Northwest Societal Chapter Members may hold elected office and serve on committees.

Section 3: All Chapter Members are able to serve on Chapter working groups and short-term projects.

Section 4: All Chapter Members are entitled to receive announcements of meetings of the Chapter and other notices of general interest through the ARLIS/NA Northwest listserv.

Section 5: All Chapter Members are eligible for Chapter awards.

## ARTICLE VII: Officers

Section 1: The elected officers of the Chapter shall be the Chair, the Vice-Chair/Chair Elect, the Treasurer, and the Secretary/Communications Officer. They will constitute the Chapter Executive Board.

Section 2: Officers shall be elected for one-year terms beginning January 1.

Section 3: The Secretary/Communications Officer and the Treasurer positions are renewable beyond a one-year term, due to the responsibilities associated with these positions (i.e., the Secretary/Communications Officer must become familiar with the Chapter's online/media assets and their histories and the Treasurer must oversee the Chapter's cross-border banking and finances).

Section 4: The Chair shall act as chief executive officer of the Chapter and shall preside at all Chapter meetings and represent the Chapter at meetings called for ARLIS/NA leaders. In addition, the Chair shall insure that all required reports are submitted to ARLIS/NA officers.

Section 5: The Vice Chair/ Chair Elect shall replace the Chair on January 1 of each year.

Section 6: If the Chair position becomes vacant partway through the one-year term, the Vice-Chair/Chair Elect shall fill the vacant Chair role for the remainder of the term, and will continue as Chair through the following year.

Section 7: The Treasurer shall handle the financial accounts of the Chapter, file annually with the IRS to maintain tax exempt status, and shall present an annual financial report at the Chapter's Annual General Meeting.

Section 8: The Secretary/Communications Officer shall manage all aspects of the Chapter's website and social media platforms, and establish new avenues of communication when required. The Secretary/Communications Officer shall be responsible for all documents and correspondence; the keeping of meeting minutes. The Secretary/Communications Officer shall work with other members of the Chapter Executive Committee to present a consistent voice

across all Chapter communications, as well as liaise with the ARLIS/NA Executive Board to ensure consistency with ARLIS/NA.

Section 9: In the absence of the Chair, the Vice-Chair/Chair Elect shall have the power to call and conduct meetings.

Section 10: If an office other than Chair becomes vacant the Chapter Executive Board will appoint an acting replacement to serve until the next election.

#### ARTICLE VIII: Elections

Section 1: The Chair shall send out a call for nominations to the Chapter listserv two months prior to the Chapter's annual general meeting.

Section 2: Nominees shall submit a brief statement of interest to the Executive Committee using the Chapter's email address.

Section 3: A list of candidates and their statements shall be emailed to Societal Chapter Members by one week in advance of the annual Chapter business meeting.

Section 4: If no applications are received prior to the Chapter business meeting, then Societal Chapter Members shall have the opportunity to self-nominate during the meeting.

Section 5: Officers shall be elected by a plurality of votes cast by Societal Chapter Members attending the annual business meeting (in person or virtually). Societal Chapter Members not attending the annual business meeting may email their votes to the Chapter's email address prior to the day of the meeting.

Section 6: The candidate who receives the greatest number of votes shall be elected.

Section 7: Candidates shall be informed of the results by the Chapter Chair. An announcement of the successful candidates(s) shall be made at the annual Chapter business meeting, followed by an announcement on the Chapter listserv.

#### ARTICLE IX: Meetings

Section 1: The Chapter shall hold at least one meeting per year.

Section 2: The Secretary/Communications Officer shall email notice of an in-person meeting at least six weeks prior to the meeting and, ideally, three weeks prior to a virtual meeting.

Section 3: The Chair, with the support of the Chapter Executive Committee, shall be responsible for the program, drawing from suggestions submitted by the membership.

Section 4: Members may be appointed and/or volunteer to assist the officers with program planning, and host member(s) or person(s) designated by the Chair shall make local arrangements.

Section 5: The Societal Chapter Members present (in person or virtually) shall constitute a quorum.

Section 6: Robert's Rules of Order, in the latest edition, shall govern the Chapter in all cases to which it can be applied and in which it is not inconsistent with the Bylaws of the Chapter.

Section 7: Whenever these bylaws make no specific provisions, the organization of, and procedure in, the Chapter shall correspond to those set forth in the Bylaws of ARLIS/NA.

Section 8: Members may invite guests to attend meetings, at a non-member rate, which may encourage them to become members.

Section 9: The Chapter annual business meeting shall be the meeting preceding the ARLIS/NA annual conference.

#### ARTICLE X: Committees

Section 1: Committees may be appointed, elected, or voluntarily formed at the discretion of the membership.

Section 2: No committee may exist without a statement of purpose.

Section 3: Each committee shall, as its first act, prepare a statement of purpose to be submitted to the Chapter Chair within 30 days of its formation.

#### ARTICLE XI: Affiliation

Section 1: Affiliation with other organizations in the defined region shall be in accordance with the guidelines supplied by ARLIS/NA.

#### ARTICLE XII: Amendment

Section 1: Amendments to the Bylaws may be proposed by any current Societal Chapter Member in good standing and shall be submitted to the Executive Committee in writing.

Section 2: Written notice with full wording of the proposed amendment must be sent to all Societal Chapter Members at least three weeks prior to the meeting at which it is to be considered.

Section 3: Societal Chapter Members not attending the meeting may cast an absentee vote by email to the [Chapter's email address](#), prior to the day of the meeting.

Section 4: Approval of a two-thirds majority of voting members at the meeting where a quorum is established, and the approval of the Executive Board of ARLIS/NA, shall be necessary to amend these bylaws.

### **ARTICLE XIII: Evaluation & Review**

Section 1: Evaluation of the Chapter Bylaws occurs within the strategic planning and prioritization activities of ARLIS/NA. Chapter Bylaws will be reviewed every two years. The next review date will be 2023.