

# Bylaws - Washington Library Association

Adopted 1996

Amended 1997: Corrected year of election for certain officers; linked text in articles IX and XV relating to amendment of Bylaws; clarified process for mail ballot

Amended 1999: Clarified ALA Councilor term of office

Amended 2004: Established that institutional members may register staff at member rates for WLA sponsored events based on the institutional dues assessment

Amended July 2009: Allows electronic voting, meetings, and notices

Amended August 2010: Restructure of the Board, general clean-up of language

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## ARTICLE I: PRINCIPAL OFFICE

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For the purposes of registration with the Secretary of State of the State of Washington, the designated agent of the Washington Library Association (WLA) shall be the President. The Official address shall be the business address of the Association Coordinator.

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## ARTICLE II: PURPOSES

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### SECTION 1, A: MISSION

The Washington Library Association provides essential resources, support and advocacy for libraries and the people who make them great.

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### SECTION 1, B: PRINCIPAL ACTIVITIES

The WLA shall conduct meetings, offer programs including an annual conference, issue publications and offer information and assistance to libraries, communities and governments associated with libraries and information services, as well as other activities that may be identified from time to time.

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### SECTION 2: PROMOTE SOCIAL WELFARE

The WLA is a tax-exempt organization within the definition of the IRS Code Section 501(c)(4) which states:

- "Civic leagues are entitled to exemption if they are not organized for profit and are operated exclusively for the promotion of social welfare. An organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting the common good and the general welfare of the people of the community. Such an organization is operated primarily for the purpose of bringing about civic betterment and social improvements and is not operated primarily for political activities."
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### SECTION 3: CHAPTER OF THE AMERICAN LIBRARY ASSOCIATION (ALA)

The WLA is a Chapter of the American Library Association in order

"...to promote general library service and librarianship within its geographic area, to provide geographic representation to the Council of the American Library Association, and to cooperate in the promotion of general and joint enterprises with the American Library Association and other groups." (ALA By-laws, Article V. CHAPTERS.)

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## SECTION 4: GIFTS

The WLA Board may accept on behalf of the WLA any contributions, gifts, bequests, grants or other funds that support its' nonprofit purposes.

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## ARTICLE III: CATEGORIES OF MEMBERSHIP, RIGHTS AND PRIVILEGES

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### SECTION 1, A: INDIVIDUAL MEMBER

Any person supporting the purposes of the WLA may become a Individual Member.

Privileges of Individual Members include:

- Voting for WLA officers and upon Bylaws and/or other questions submitted to the membership.
  - Voting for Washington State Councilor to the American Library Association.
  - Holding elective or appointive offices or positions.
  - Affiliation with, voting privileges in, and receipt of publications of WLA Interest Groups. Membership in one Interest group shall be without additional fee.
  - Receipt of official publications of the Association.
  - Utilizing privileges of Reciprocal membership agreements upon payment of required fees.
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### SECTION 1, B: INDIVIDUAL MEMBER - EMERITUS

From time to time the WLA may recognize through board action past or present WLA Members who have rendered notable services to WLA and the library community. Recognition may include award of an Emeritus Membership which will include all rights and privileges of Individual Membership throughout the person's lifetime.

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### SECTION 2: MEMBERS OF WASHINGTON STATE CHAPTER OF THE AMERICAN LIBRARY ASSOCIATION

Article V, Section 2 of the ALA Bylaws states that a Chapter may admit members who are not members of the American Library Association. All Personal Members of the WLA shall be members of the ALA Chapter.

Privileges of an ALA Washington State Chapter Member include:

- Voting to elect the ALA Washington State Chapter Councilor.
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### SECTION 3: BUSINESS MEMBER

Any corporation or organization interested in the purposes and objectives of the WLA may become a Business Member with the following privileges:

- Affiliation with Interest Groups, one of which shall be without fee.
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- Receipt of official WLA publications and publications of Interest Group(s) that the Business Member may join. Publications of one Interest Group shall be received without fee.
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#### SECTION 4: LIBRARY INSTITUTIONAL MEMBER

Any library may choose to become an Institutional Member with the following privileges:

- Affiliation with Interest Groups, one of which shall be without fee.
  - Receipt of official WLA publications and publications of Interest Group(s) that the Institutional Member may join. Publications of one Interest Group shall be received without fee.
  - Each institutional member may send individuals to a WLA-sponsored event at member rates according to current policies.
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#### ARTICLE IV: RECIPROCAL ASSOCIATION MEMBERSHIP AGREEMENTS

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Reciprocal association membership agreements with library related or other organizations may be adopted by the WLA in order to encourage library planning, continuing education, library advocacy and communications.

The WLA President shall negotiate reciprocal association membership agreements. These agreements shall include delineation of dues, fees, privileges, process for amendment, duration of agreement and termination procedures.

Reciprocal agreements, and any subsequent amendments to such, shall be approved by the WLA Board and WLA membership.

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#### ARTICLE V: DUES AND FEES

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##### SECTION 1, A: MEMBERSHIP DUES AND INTEREST GROUP FEES

The schedule for membership dues and fees payable by all categories of WLA members shall be determined from time to time by the WLA Board and approved by the WLA membership. The current dues schedule and associated information shall be distributed to members at least annually.

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##### SECTION 1, B: INDIVIDUAL - EMERITUS MEMBERS

Individual - Emeritus Members shall be exempted from Individual Member dues for their lifetime. They may affiliate with, and receive all member privileges of WLA Interest Groups without fee.

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## SECTION 2: MEETING OR PROGRAM FEES

The WLA Board shall from time to time approve schedules of fees for official meetings, conferences, continuing education programs, etc. of the Association as described in the WLA Financial Procedures Manual or its successor.

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## ARTICLE VI: ASSOCIATION GOVERNANCE

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### SECTION 1: ELECTED OFFICERS

Individual Members of the WLA may serve as officers.

Elections shall be held annually with the transfer of office occurring at the conclusion of the WLA annual conference or May 1, whichever comes first with the exception of the American Library Association (ALA) Washington Councilor and the Pacific Northwest Library Association (PNLA) Representative.

Officers shall be elected as described below:

#### ELECTED BY THE MEMBERSHIP

- PERIOD OF OFFICE: ONE YEAR (elected annually) *(to take place after current elected Vice President serves his term which ends in April 2013)*
    - Vice President/President-Elect
  - PERIOD OF OFFICE: TWO YEARS  
Elected in odd-numbered-years:
    - Secretary/Treasurer
    - Pacific Northwest Library Association (PNLA) Representative
    - Two Board of Directors
  - PERIOD OF OFFICE: TWO YEARS  
Elected in even-numbered-years:
    - Two Board of Directors
  - PERIOD OF OFFICE: THREE YEARS  
  
Elected for three years, or for the term of office established by the  
  
American Library Association (ALA).
    - Councilor, American Library Association Washington State Chapter
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### SECTION 2: WLA BOARD

Administration of the WLA shall be vested in the WLA President and eight additional voting members.

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The WLA Board shall meet quarterly. Special meetings, either in person, via telephone or by electronic means may be called by the President as necessary. If there is a quorum of Board members participating, decisions passed by majority vote during any Board meeting are binding. In the event that the President is unable to, or refuses to act, the Vice-President/President-Elect or the Secretary/Treasurer shall call a regular or special meeting of the WLA Board.

All WLA Board positions shall have a single vote

Quorum for the WLA Board is a majority (6) of Board members.

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### SECTION 3, EXECUTIVE COMMITTEE OF THE WLA BOARD

The Executive Committee of the WLA Board shall consist of the President, the Vice-President/President-Elect, the Secretary/Treasurer, and one board member at-large nominated by the President and appointed by the Board and shall be convened either in person, via telephone or by electronic means by the President only:

1. When official action must be taken immediately, and
2. When a quorum of the WLA Board can not meet or be contacted prior to the deadline dictated by the emergency.

The Executive Committee may seek advice of WLA members and Board, depending upon the content, context and time line of the issue. The results of any Executive Committee actions shall be reported without delay to the WLA Board.

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## ARTICLE VII: DUTIES OF ELECTED OFFICERS & EXECUTIVE DIRECTOR

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### SECTION 1: GENERAL DUTIES

In addition to the Bylaws description of officer responsibilities, the WLA Board shall regularly review and approve position descriptions for elected and appointed Board members. Position descriptions shall fully describe duties and responsibilities, associated calendars and timetables, common practices and requirements for coordinating with other officers, committees, etc.

In addition to Bylaws delineation of responsibilities associated with specific offices, all officers shall perform such other duties as may be required by law, by these Bylaws, or as assigned from time to time by the President, the WLA Board or by official action of the WLA membership.

All officers shall maintain complete files and shall, within one month of the official transfer of office, convey active files to the newly elected officer. Inactive files shall be conveyed to the Chair of the Archives Committee, or its successor, within two months.

All officers shall adhere to the planning, reporting and financial policies and procedures adopted by the WLA Board.

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### SECTION 2: PRESIDENT

The President is the Chief Executive Officer of the WLA with all reasonably associated responsibilities, duties and powers. The President shall guide the WLA, identifying priorities, developing proposed budgets in coordination with

appropriate officers, and initiating with the Board and membership such endeavors that may assist the Association in accomplishing its purposes of promoting library service, continuing education, and library advocacy on behalf of the people of Washington state. The President may delegate reasonable activities and duties to elected or appointed officers as well as Association Committees.

The President shall fulfill, or arrange for completing, all requirements for current certificates, licenses, and filings of state or federal reports. The President may delegate to elected Officers responsibility for satisfying such requirements.

The President shall administer WLA funds and is the signatory, or may designate signatory authority, on all accounts, contracts and agreements of the WLA and its Interest Groups.

The President shall preside at WLA Membership and Board meetings. The President shall submit nominations for Standing Committee chairs to the WLA Board. The President may appoint Ad Hoc Committees, notifying the WLA Board of such actions. The President shall also oversee certain WLA committees that are closely associated with the official duties and responsibilities of the President.

The President is authorized to hire, contract for, or appoint persons in order to meet Association needs, with WLA Board approval. The President shall also terminate or otherwise discontinue agreements, contracts or appointments with approval of the WLA Board and/or membership as described in these Bylaws.

The President shall represent the WLA and its policies, positions and views in communications with organizations, associations, governments, libraries and/or individuals.

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### SECTION 3: VICE-PRESIDENT/PRESIDENT-ELECT

The Vice-President/President-Elect shall perform the duties of President if the President is temporarily absent or unable to carry out presidential duties.

The Vice-President/President-elect shall succeed to the Office of WLA President as described in ARTICLE IX, ELECTIONS, VACANCIES AND REMOVAL FROM OFFICE, SECTIONS 3, B AND 3, C.

Should the President fail to call a meeting of the WLA Board, the Vice-President/President-Elect or the Secretary/Treasurer shall convene an official meeting of the WLA Board.

The Vice-President/President-Elect assists the President in administering the WLA by overseeing or participating in committees, task forces, etc., that will support the ability to perform the duties of President if the President is temporarily absent, as well as contribute to a smooth transition when succeeding to the Office of President.

The Vice-President/President-Elect shall also assist by reviewing and in some instances, reconciling Association financial accounts.

The Vice-President/President-Elect shall give a bond, the cost of which shall be an expense of the Association.

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### SECTION 4. SECRETARY/TREASURER

Should the President fail to call a meeting of the WLA Board, the Vice-President/President-Elect or the Secretary/Treasurer shall convene an official meeting of the WLA Board.

The Secretary/Treasurer shall see to the proper recording of the proceedings of meetings of the membership and the board. The Secretary/Treasurer shall review minutes of all Board meetings provided by the Executive Management

who shall then forward these completed minutes to all Board members no later than then (10) days after each Board meeting. In the event that Executive Management cannot attend a meeting, the Secretary shall take the minutes.

The Secretary/Treasurer shall become familiar with all of the financial policies, investment policies and accounting procedures of the Association. The Secretary/Treasurer shall be a member of the Finance Committee and shall consult with the Executive Director and/or the staff and independent auditors in an effort to account for all money received and expended for the use of the Association. The Secretary/Treasurer shall make a full and complete report at such times as the Board may desire. Routine duties of the Secretary/Treasurer may be delegated to the Executive Director.

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#### SECTION 5: EXECUTIVE DIRECTOR

The Executive Director shall be supervised by the President. The Executive Director shall serve under such terms and conditions of retention or employment as shall be specified in writing. The Executive Director shall be an ex-officio, non-voting member of the Board and all committees. The Executive director shall coordinate the activities and events of the Association, act as spokesperson for the Association on appropriate matters, and perform any other services that may be assigned by the President or the Board.

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#### SECTION 6: ALA, WASHINGTON STATE CHAPTER COUNCILOR

The Washington State Chapter Councilor shall represent WLA as a voting member on the ALA Council, attending all ALA Council meetings, chapter caucuses, and other chapter meetings in addition to WLA Board meetings and the WLA annual conference. The Councilor shall facilitate communications and planning by bringing attention to national issues affecting Washington libraries through submission of regular reports to the WLA Board, to annual WLA Membership meetings, to ALA Washington state Chapter meetings, and periodically to Association publications. The Councilor may participate from time to time on ALA Committees, task forces, or other activities supporting Washington library interests.

The Councilor assists the WLA President in administering WLA by leading, participating in, or monitoring ad hoc committees or special projects.

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#### SECTION 7: WLA REPRESENTATIVE TO THE PACIFIC NORTHWEST LIBRARY ASSOCIATION

The PNLA Representative shall represent WLA as a voting member on the PNLA Board, attending PNLA Board meetings and annual conference in addition to WLA Board meetings and the WLA annual conference. The representative shall facilitate communications and planning by submitting regular reports to both Boards, to both Association publications, and by participating from time to time on committees, task forces, etc. of both associations.

The PNLA Representative shall assist the WLA Board with issues involving the PNLA region and shall also assist the PNLA Board in its planning and programs, particularly when Washington hosts a PNLA conference.

The PNLA Representative assists the WLA President in administering the WLA by leading, participating in, or monitoring ad hoc committees or special projects.

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## ARTICLE VIII: EMPLOYEES AND/OR HIRED SERVICES

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The WLA may hire employees or contract for such services necessary to accomplish activities as directed in these Bylaws, state and federal law, and as approved by the WLA Board. Employees or contracted services may include but are not limited to:

- Executive Director or Association Coordinator
- Legislative Liaison
- Editors of Association publications
- Association Attorney
- Certified Public Accountant
- Program Coordinator

The WLA President shall prepare position descriptions or contract language for WLA Board review and approval. The President shall hire, supervise, evaluate and/or terminate WLA employees or contractual services with approval of the WLA Board.

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## ARTICLE IX: ELECTIONS, VACANCIES AND REMOVAL FROM OFFICE

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### SECTION 1: CONDUCT OF ELECTIONS

An Elections Committee shall conduct regular and special elections of the WLA in order to elect officers or amend WLA Bylaws. WLA Bylaws may be amended by vote at the Annual Membership meeting or by mail or electronic ballot as described in Article XV: Amendment of Bylaws. The Committee shall be assisted by the Executive Director, or an officer selected by the President.

WLA officers shall be elected annually, with transfer of duties occurring at the conclusion of the WLA annual conference or May 1, whichever comes first.

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### SECTION 2: NOMINATIONS AND BALLOTING

The Nominating Committee shall name by January 15 of each year a slate of nominees for office in accordance with the staggered schedule identified in ARTICLE V, SECTION 1.

Ballots shall be sent to all WLA Personal Members by the last day of February of each year and will include directions for members to vote by mail, facsimile, or by electronic means as directed and approved by the WLA board. The period of election, between posting and return receipt of ballots, shall be a minimum of twenty-one calendar days. In order to be valid, ballots must bear the name of the voter, and shall be received by the identified date at the WLA principal business office. Ballots shall be tabulated by the Elections Committee within five days of the required date of receipt, declaring an election valid if there are a minimum of fifty valid ballots. Candidates receiving a majority of votes cast shall be declared winners. In the event of a tie vote, the Elections Committee shall conduct a coin toss and declare the winner of the toss elected.

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The Committee shall endeavor to submit two nominees for each office from the list of WLA Personal Members.

Additional nominees shall be included on the official ballot if there are fifteen or more WLA Personal Member signatures supporting nomination of a WLA Personal Member, and if the candidate agrees to the nomination. Notice of candidacy and the accompanying signatures supporting the candidate shall be sent to the Nominations Committee in care of the Association Coordinator at the WLA principal office by the fifteenth day of February.

The slate shall be announced to the membership. Ballots shall be accompanied by platform statements provided by candidates.

Nominees for WLA representatives to other organizations, such as the ALA Washington State Chapter Councilor, shall be a WLA Personal Member and also meet the organizations' criteria for membership.

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### **SECTION 3, A: VACANCIES IN ELECTED OFFICES**

Vacancies in elected offices shall be filled by the WLA Board from voting Board members or from the roster of WLA Personal Members, with the exception of a vacancy in the offices of President or Vice-President/President-Elect.

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### **SECTION 3, B: VACANCY IN OFFICE OF PRESIDENT**

If the office of President is vacated in, the Vice-President/President-Elect shall succeed to the Office of President.

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### **SECTION 3, C: VACANCY IN OFFICE OF VICE-PRESIDENT/PRESIDENT-ELECT**

If the vacancy occurs within the Bylaws elections schedule, the Office of Vice-President/President-Elect shall be filled in a regular election and the WLA Board shall temporarily fill the position by electing one of their members or a previous Board member who shall be a current WLA Personal Member. As described in SECTION 3, B, the Vice-President/President-Elect shall fulfill the requirements of this office for a period of one year, succeeding to the Office of President in the next year.

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### **SECTION 4: REMOVAL FROM OFFICE**

All officers shall be subject to removal from office for misconduct or malfeasance in office, in such manner as may be provided by law.

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## ARTICLE X: WLA COMMITTEES

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### SECTION 1: STANDING COMMITTEES

Standing Committees are those which are essential to accomplish WLA business. They shall include, but not be limited to, committees responsible for activities relating to bylaws, nominations, finance within the WLA as well as to nonmembers, support for intellectual freedom and library advocacy, Association awards, and continuing education.

The President shall submit to the WLA Board a statement of purpose for all Standing Committees, the criteria for membership, description of operations and specific activities and timelines.

The President shall nominate chairpersons of all Standing Committees for WLA Board approval and shall describe current tasks of such committees. Membership of Standing Committees shall consist of a minimum of three persons and there shall be a two year term of office. The President also has the authority to appoint members of committees if needed.

Standing Committees may report to elected officers of the WLA Board as outlined in these Bylaws, or as defined in position descriptions as adopted by the WLA Board.

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### SECTION 2: AD HOC COMMITTEES

Ad Hoc appointments will be made by the President, with notification to the WLA board of task(s) to be accomplished, names of appointees and timelines. Ad Hoc committees may report to the President or to a Board member.

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### SECTION 3: JOINT COMMITTEES

With approval of the WLA Board, the President shall appoint WLA representatives to serve on joint committees that may be charged with fact finding or development of policies, procedures and/or projects that will address concerns that are shared by the WLA with other associations, organizations, governmental units, etc.

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### SECTION 4: COMMITTEE REPORTS

Chairpersons of all WLA Committees, or official representatives to organizations or task forces shall submit an annual report by such date as identified by the President. These reports shall be distributed during the Annual Membership meeting(s) of WLA.

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## ARTICLE XI: MEETINGS

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### SECTION 1: ANNUAL CONFERENCE

The WLA shall hold an annual conference, preferably in April or May. Notice of the annual conference dates, site and theme shall be announced at the previous annual conference meeting of the membership and in all following editions of the WLA's official publications. Registration documents and information about the conference program shall be sent to all categories of WLA members at least ninety days prior to conference.

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### SECTION 2. MEMBERSHIP MEETINGS

Annual Membership meetings shall be scheduled during the WLA annual conference. Notice of date and times of the WLA Membership meetings shall be included in annual conference publicity and program publications. Fifty current personal members of the WLA who are employed by, or associated with, at least eight separate institutions shall constitute a quorum.

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### SECTION 3. WLA BOARD MEETINGS

As provided in ARTICLE 5, SECTION 2 A, the WLA Board shall meet quarterly, with special meetings convened by the President as needed. Six voting Board members shall constitute a quorum. Prior notice of WLA Board meetings shall be published in the official publications of WLA.

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## ARTICLE XII CONDUCT OF WLA MEETINGS

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"Robert's Rules of Order" as newly revised, shall be the parliamentary authority for WLA Membership and Board meetings. The WLA Board may also from time to time adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

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## ARTICLE XIII: INTEREST GROUPS

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### SECTION 1, A: PURPOSE OF INTEREST GROUPS

WLA establishes Interest Groups in response to membership interest in order to encourage information exchange, provide mutual support, and promote continuing education.

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## SECTION 1, B: PRINCIPAL ACTIVITIES OF INTEREST GROUPS

Interest groups conduct meetings, offer programs at the annual conference as well as other times throughout the year, provide publications and other communications to affiliated members, and conduct other activities and projects as appropriate to their defined interests and within the scope of the WLA Articles of Incorporation and Bylaws.

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## SECTION 2: MEMBERSHIP OF INTEREST GROUPS

WLA Personal, Business and Institutional Members may elect to join any number of Interest Groups, one of which shall be without fee. WLA Personal - Emeritus members may join any number of Interest Groups without fee.

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## SECTION 3: ESTABLISHMENT OF INTEREST GROUPS

A minimum of ten Personal Members of the WLA may submit a signed petition directly to the WLA President, or in-care-of the Association Coordinator.

The petition shall state the purpose of the proposed Interest Group and describe how it relates to WLA's purposes. The petition shall include names of initial steering committee members who shall hold office until the next regular election of the Interest Group.

Bylaws may accompany the petition, or they may be submitted at a later date. The Bylaws shall describe how the Interest Group shall provide for governance, and shall include procedures for adopting budgets and approving activities. Such Bylaws shall be reviewed by the WLA Secretary/Treasurer to determine whether they are in accordance with the WLA Articles of Incorporation and Bylaws as amended from time to time.

The WLA Board may act upon the petition immediately if it is received during an official meeting, or the WLA Board shall act at its next regular meeting.

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## SECTION 4: NOTIFYING WLA MEMBERS OF NEW INTEREST GROUPS

Upon establishment of a new WLA Interest Group, notice of purpose, activities, steering committee members and directions for joining the new Interest Group shall be published in the official publications of the WLA, or other notice may be sent to WLA members.

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## SECTION 5: GOVERNING BODIES OF INTEREST GROUPS

After establishment, Interest Groups shall have a Steering Committee that is elected by members of the Interest Group from among its members. Steering Committees shall generally consist of one or more persons who must be Personal Members of the WLA. Elections of Steering Committee members shall be held annually.

Interest Groups petitions for establishment shall note whether Steering Committee members shall be elected annually or on a staggered election schedule. Any change shall require an Interest Group Bylaws revision.

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Responsibilities of the Steering Committee shall include, but not be limited to, advising the WLA Board of activities, policies, purposes, finances, etc. An annual report shall be submitted for distribution at the WLA annual conference. The Steering Committee shall regularly apprise the Coordinator for Interest Groups of concerns, activities and proposals so the Coordinator can effectively represent the Interest Group.

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#### SECTION 6, A: INTEREST GROUP COUNCIL

The purpose of the Interest Group Council is to plan, promote and coordinate Interest Group activities; to assure that Interest Group continuing education activities correlate with the priorities of the WLA Continuing Education Council, or its successor; to allocate continuing education funds that may be appropriated to Interest Groups in the WLA budget; to review proposed fees for continuing education and training; and to orient new Interest Group representatives to WLA planning, reporting and fiscal policies and procedures.

The Interest Group Council shall be composed of one voting representative selected by each Interest Group. It shall meet at least annually.

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#### SECTION 7. INTEREST GROUP FISCAL PROCEDURES

No Interest Group shall incur expense on behalf of WLA except as previously authorized by the WLA Board and the Association Secretary/Treasurer as delineated in WLA fiscal policies and procedures.

All Interest Group fiscal procedures shall be in accordance with the officially adopted WLA Fiscal Procedures Manual, or its successor.

Interest Groups shall receive an allocation in the WLA budget which shall be credited to their account. Annual allocations shall be determined on a per-member basis at the beginning of the WLA fiscal year with the formula determined from time to time by the WLA Board.

Interest groups may charge fees for workshops or programs, upon approval of the WLA Board.

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#### SECTION 8: DISSOLUTION OF INTEREST GROUPS

An Interest Group may be dissolved by the WLA Board if the Interest Group fails to comply with ARTICLE XIII, SECTION 1 (Purposes and Objectives) of the WLA Bylaws, or its own Interest Group Bylaws. If two or more of the following criteria are met, the Coordinator of Interest Groups shall notify

all members of said Interest Group that it will be dissolved within twelve months unless action is taken by their membership:

- A. Upon request of the Interest Group Steering Committee.
  - B. When there are fewer than ten members, and after consultation by the Coordinator of Interest Groups with the Interest Group Steering Committee, it is mutually agreed that the Interest Group is no longer viable.
  - C. When the Interest Group does not sponsor any activities such as: an annual conference meeting or program; opportunity for member discussions or forums; a publication or other visible activity for twelve months.
  - D. When the WLA does not receive notice of Steering Committee membership, and election of a Steering Committee is not conducted by the Interest Group within twelve months.
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## ARTICLE XIV: AMENDMENT OF BYLAWS

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These Bylaws may be amended by vote of Personal Members at the Annual Membership meeting or by ballot of WLA Personal Members.

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### SECTION 1, A: AMENDMENTS AT ANNUAL MEMBERSHIP MEETING(S)

Proposed amendments shall be sent to all WLA Personal Members thirty days prior to the annual Membership meetings. A majority vote of those attending the Membership meeting, when a quorum has been declared, shall result in approval of Bylaw amendments.

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### SECTION 1, B: AMENDMENTS BY MAIL/ELECTRONIC BALLOT

Ballots shall be sent to all WLA Personal Members within ten days after the WLA Board votes for Bylaw amendment(s). Ballots shall be accompanied by a description of potential positive or negative impacts of proposed amendment(s) and will include directions for members to vote as directed and approved by the WLA Board. The period of election, between posting and return receipt of ballots, shall be a minimum of twenty-one calendar days. In order to be valid, ballots shall be received by the identified date at the WLA principal business office. At least fifty valid ballots must be returned to the WLA principal business office as provided for in ARTICLE IX to validate the election. An Elections Committee shall determine whether a majority of valid ballots support the amendment(s) to the Bylaws.

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### SECTION 1, C: EMERGENCY INTERIM AMENDMENTS

The WLA Board has the authority, by a majority vote at a meeting called under the provision of Article XI, Section 3, to adopt emergency interim Bylaws amendments consistent with the intent of the Bylaws that are necessary for the orderly conduct of Association business.

Such emergency interim amendments shall be presented to the membership for a vote no later than the next Annual Membership meeting.

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## ARTICLE XV: DISSOLUTION

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If this Association should be dissolved, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (or corresponding section of any future tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so dissolved of shall be disposed by Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine.

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