

# Bylaws of the Association of Library Professionals

## Preamble

We, library workers from all forms of libraries, institutions, and businesses, grateful to the Almighty for our inalienable rights and for the traditions of liberty and free thought which naturally flow from our shared cultural values, for the promotion of good, neutral, nonsectarian library and information service for all users, the advancement of excellence in librarianship, the presentation of continuing education and fellowship events, and for the provision of support to library administrators, government and community stakeholders, and library workers as they facilitate excellent library service while maintaining a firm hold on the foundational philosophical underpinnings of our shared culture, do hereby adopt this constitution and bylaws for the Association of Library Professionals.

## Article 1 - Name

The name of this organization shall be the Association of Library Professionals (ALP).

## Article 2 - Purpose

The Purpose of the ALP is:

- § 1. to encourage and promote effective library services which will meet the informational, cultural, educational, and recreational needs of individual library users in a shared pluralist society comprising many different traditions, faiths, and values;
- § 2. to advance, promote, and defend the timeless shared cultural values upon which librarianship and modern enlightened civilization stand—namely institutional neutrality, open inquiry, individual liberty, freedom of thought, freedom of speech, and intellectual freedom—on which these services fundamentally depend;
- § 3. to acknowledge, in the case of minors, the legitimate need for reasonable constraints on these freedoms, such that public libraries spatially organize their contents according to age range and reading levels with regard to the presence of adult themes and overt depictions of violence and sexuality, but allowing access to such content with the guidance of a parent or guardian; and in the case of school libraries, accepting the responsibility to act *in loco parentis* and, therefore, with a duty of care and due caution regarding the availability of such content;

**§ 4.** to promote the definition of institutional neutrality as comprising: *value neutrality* (not imposing the personal values of library workers onto users), *stakeholder neutrality* (providing equal opportunities for all users), *process neutrality* (the consistent application of transparent and fair procedures), and *goal neutrality* (leaving it to users to define the purposes to which library materials are to be put);

**§ 5.** to promote research, discussion, debate, and open inquiry regarding these library services and principles among library professionals through such venues as public advocacy, publications, online communication, and conferences;

**§ 6.** to support collection development efforts by creating and contributing to venues for the review of published items, with a particular focus on new publications which have not otherwise been reviewed in mainstream journals;

**§ 7.** to promote and defend the important role that publicly-funded libraries in particular play in the governance of democratic societies through the provision and development of library collections and programming, representing a diversity of thought, opinion, and perspectives, thus facilitating individual autonomy and decision-making;

**§ 8.** to accredit advanced education programs in library and information studies that integrate into their curricula theories and practices concerning institutional neutrality, open inquiry, individual liberty, freedom of thought, freedom of speech, intellectual freedom, and other relevant foundational political theories;

**§ 9.** to promote and facilitate positive and transparent engagement and relationship-building between publicly-funded libraries and their user communities;

**§ 10.** to avoid and discourage institutional or professional advocacy for or intervention into public policy issues that do not directly concern the delivery of publicly-funded library services or are beyond the scope and expertise of librarianship;

**§ 11.** to avoid and discourage the institutional adoption or promotion, on the part of publicly-funded libraries, of any external ideology beyond or contrary to those principles identified above or independently of the governmental or institutional entity from which they derive their mandates;

**§ 12.** to provide for general continuing education, professional certification, and career development opportunities for ALP members, as well as appropriate services to members for the benefit of the profession.

## **Article 3 - Membership**

### **Section 1 - Qualification**

Membership in the ALP shall be open to any library employee, retiree, student, advocate, organization, institution, society, or corporation, provided the person/entity is in support of the values, mission, and purpose outlined in the Preamble and Purpose of these bylaws and is willing to abide by the ALP Code of Professional Ethics and all other rules and regulations of the ALP. Applicants shall become members upon the completion of the membership application procedures and the payment of dues.

### **Section 2 - Categories of Membership**

1. Personal Member: Available to all individuals who support the values and mission of the ALP, especially those who are actively engaged in library work, retired from a career of library work, actively engaged in an educational program in pursuit of a career in library work, individuals in active support of excellent community library service, and those individuals who are awarded lifetime membership by the ALP Senate.
  - a. Library Professional: Available to individuals employed by a library for the purpose of library duties. They may be employed full-time or part-time, but they must be employed by and compensated by the library.
  - b. Retired Library Professional: Available to individuals retired from active employment in a library.
  - c. Student: Available to students attending a recognized college or university (full-time or part-time) who support the values and mission of the ALP. Members may be student members for no more than 5 years.
  - d. Advocate: Available to library trustees, friends, volunteers, and supporters.
  - e. Lifetime: May be awarded to an individual at the discretion of the Senate for extraordinary and meritorious service to the ALP and/or the library profession.
2. Institutional Member: Institutional members shall be libraries and archives of all types that support the mission and values of the ALP, including public, academic, school, and special libraries, as well as libraries and archives that serve private corporations and businesses.
3. Nonprofit Member: Any nonprofit institution or organization that supports the mission and values of the ALP.
4. Corporate Member: Any institution, organization, or corporation that supports the mission and values of the ALP.

### **Section 3 - Privileges of Membership**

1. All members shall receive access to any and all membership publications and periodicals of the ALP.
2. All members shall receive preferred rates for ALP summits, continuing education, and other resources.
3. All Personal Members in good standing have the privilege of voting in elections.
4. Serving on committees, and being considered for elected or appointed positions within the ALP shall be reserved for library professional and retired library professional individual members.

### **Section 4 - Dues**

1. The ALP Senate shall establish the dues schedule. Any increase in dues, except as outlined below, must be approved by the membership through a simple majority of all recorded votes via electronic ballot.
2. The ALP Senate has the authority to increase dues annually by a percentage not greater than the latest published GDP Price Deflator. The GDP Price Deflator measures changes in the prices of goods and services produced in the United States and is calculated by The Bureau of Economic Analysis, an agency under the United States Department of Commerce.
3. The membership year shall be based upon each member's first annual dues payment.
4. Membership dues are due twelve (12) months from a member's anniversary (e.g. a member who joined on October 1st will need to renew by that date annually). Membership dues are nonrefundable.
5. The rights of membership shall be suspended for any person, organization, institution, society, or corporation that fails to pay membership dues by the first day of the month after the end of their most recent membership year (e.g. a member whose membership anniversary date is October 1st will lose membership rights if dues are not paid by November 1st).
6. Established ALP Sections and interest groups may adopt minimal additional dues that may be listed as optional add-ons for ALP members interested in participating in them.
  - a. All dues must be adopted by a vote of existing members of each section and interest group and are subject to ALP Senate confirmation before being instituted.
  - b. Sections and interest groups shall not maintain separate financial accounts and records from the ALP.
  - c. The ALP treasurer shall communicate to the treasurer and president of each section and interest group when funds are available.

## **Section 5 - Termination of Membership**

1. Membership with ALP may be suspended or terminated for cause. Grounds for suspension or termination include, but are not limited to, a violation of the Bylaws, ALP Code of Professional Ethics, or any other conduct prejudicial to the interests of the ALP.
  - a. A suspension refers to a temporary removal of all member benefits, rights, and privileges for a time of no less than 30 days and no greater than one year.
  - b. A termination refers to a permanent separation from all membership, benefits, rights, and privileges with ALP, notwithstanding an appeals process.
2. Termination or suspension requires a two-thirds ( $\frac{2}{3}$ ) majority vote of the ALP Senate. Notification of the violation and the date and time of the scheduled Senate vote shall be sent by registered mail to the member fifteen (15) days prior to the scheduled vote. The member shall be given the opportunity to be heard through a written submission or hearing. The Senate vote on the question of termination or suspension of a member shall proceed on schedule regardless of the presence or absence of the member. Any written communication or in-person (physically or digitally) testimony from the member shall be heard and the vote taken. If the required two-thirds ( $\frac{2}{3}$ ) threshold for termination or suspension is achieved, the terminated or suspended member will be directly notified by registered mail of the terms of the suspension or of the fact that they have been removed from membership. If the required threshold for termination or suspension is not achieved, the member will be considered acquitted and shall be returned to "good standing" status.
3. Members who resign or withdraw membership, while under consideration for termination or suspension, shall be considered to be terminated.

## **Article 4 - Governance**

### **Section 1 - Executive Committee**

1. The Executive Committee of the ALP shall be composed of the standing officers: President, First Vice President, Second Vice President, Immediate Past-President, Secretary, and Treasurer. The parliamentarian, the historian, and any other officer appointed by the President and ratified by the Senate shall also serve on the Executive Committee, but only in an ex-officio & non-voting capacity.

2. The Executive Committee shall meet monthly via phone, audiovisual electronic conference, or in person. Because of the geographic logistics involved, most meetings will be held via electronic audiovisual software. Even when meetings of the Executive Committee are held in-person, attendance of members via electronic and/or phone means shall still be counted for quorum and they shall have full voting privileges. Regular meetings shall occur prior to the 15th of each month and have as much regularity in regard to day and time (e.g., 8:00 p.m. Eastern on the Second Tuesday of the Month) as possible. Special meetings may be called either in replacement of a regularly scheduled monthly meeting in the case of a quorum not being achieved, or in addition to the regular schedule on the call of the President or any two other members. In the case of a special meeting, a 48-hour notice, by electronic mail or other approved method, must be provided to all members of the executive committee.
3. The Executive Committee may hold electronic votes between meetings provided at least three (3) business days are given for the return of electronic ballots before the voting period is closed. Electronic votes that meet the required passing threshold shall be considered as passed provided electronic ballots from at least a quorum of the Executive Committee members are received.

## **Section 2 - Officers**

1. The officers of the ALP shall be President, First Vice President, Second Vice President, Immediate Past-President, Secretary, and Treasurer.
2. Each Officer must be a member in good standing of ALP.
3. The President shall preside over all meetings of the ALP membership, Senate, and Executive Committee; serve as ex-officio member of all committees, sections, and interest groups; appoint all standing and special committee chairpersons; and appoint committee members (subject to ALP Senate confirmation—see Article 4, Sec.3:5). The exception shall be the Nominating Committee, which is addressed in Article 4, Sec.2:8. All Presidential appointments shall be ratified by the Senate. The President shall ensure that the ALP Strategic Plan is current and used to guide decision making.
4. The First Vice President shall act as the President during the President's absence; become President at the completion of his or her one-year term as First Vice President; if the office of President is vacated, this individual will assume the office of President to finish the incomplete term and then continue to serve a one-year term as President. The First Vice President shall be responsible for the success of the ALP annual Summit.
5. The Second Vice President shall act for the First Vice President during his/her absence; become First Vice President at the completion of his or her one-year term as Second Vice President; assume the office of First Vice President if that office is vacated, for the remainder of the incomplete term, and then continue to serve a one-year term as President; assist the First Vice President with planning for the Annual Conference.

6. The Secretary shall keep the official minutes of all meetings of ALP, the Senate, and the Executive Committee; serve as resource person to the President, Executive Committee, and Senate in questions relating to prior actions of the Committee, Senate, or membership through consultation of Minutes, Financial Reports, and other official papers of the ALP.
7. The Treasurer shall be the chief financial officer of the ALP and the officer responsible for ALP's financial resources. The Treasurer shall act as the keeper of all financial records for the ALP and complete all required filings and reportings of ALP finances to the appropriate governmental entities in a timely manner. The Treasurer shall report on the financial condition of the ALP to the Senate at each Senate meeting and to the membership at the annual membership meeting, or more frequently if determined necessary. The Treasurer will chair the ALP Finance Committee.
8. The Immediate Past President shall serve as chair of the Nominating Committee and shall serve as chair of the Presidential Awards Committee. The Immediate Past President shall serve as a member of the Governance Committee.
9. The Immediate Past President, President, First Vice President, Second Vice President shall all serve a one-year term and shall move up in the line of succession at the election held during the annual membership meeting each year. At the completion of the Immediate Past President's term, he or she must take a break of at least one year before being considered by the nominating committee for another office or position in the ALP. The Secretary and Treasurer each serve for a three-year term and may serve two consecutive terms if re-nominated by the nominating committee. At the conclusion of his or her second term, the Secretary and Treasurer must take a break of at least one year before the possibility of being considered by the nominating committee for another office or position in ALP.
10. Any officer of the ALP may be removed from office by the ALP Senate for mis-, mal-, or nonfeasance by a majority vote of no confidence. Any ALP Senator, or an ALP member in good standing with a petition signed by at least twenty (20) ALP members, may begin a request for the removal of an officer on any of the above charges by following the process outlined below.
  - a. A request for the removal of an officer submitted to the President, or to the First Vice President if the charge is against the President, must be acted upon at the next regular meeting of the ALP Senate. If the next regular meeting of the Senate is thirty (30) calendar days or more from the time of the receipt of the charges, a special meeting shall be called in accordance with Article 4, Section 3:3.
  - b. Any vacancy caused due to a vote of no confidence shall be filled according to procedures established by the ALP Senate.

- c. Any officer removed due to a vote of no confidence shall be ineligible to stand for future election or appointment unless a two-thirds ( $\frac{2}{3}$ ) majority vote of the ALP Senate is obtained restoring eligibility.

### **Section 3 - Senate**

1. The Senate shall consist of the elected officers, those persons chairing standing committees, and elected representative(s) from each approved Section. Each approved section shall have no fewer than one (1) representative on the ALP Senate. The rules of the Senate shall stipulate additional guidelines regarding apportionment of sectional representatives based upon the makeup of the full membership. All members of the Senate shall be personal members of ALP.
2. The minutes of Senate meetings shall be distributed to the membership.
3. A special meeting of the Senate may be called by the President or by any other ALP Officer in the absence of the President (or when sensitive action regarding the President may be required), when requested by five (5) members of Senate, provided that fifteen (15) days' notice is given to the members prior to the scheduled date of the meeting.
4. The Senate shall administer the business affairs of ALP and shall act on all matters by majority vote. Where an officer or senator, through election or appointment, occupies more than one position, said member is still permitted a single vote.
5. The Senate shall vote on the confirmation of all Presidential appointments. A two-thirds ( $\frac{2}{3}$ ) majority vote of senators present and voting shall be required for confirmation.
6. All matters brought before the membership meeting of the Annual Summit shall be introduced at the Annual Summit Senate meeting.
7. Contracts in the name of the ALP, being duly authorized by the ALP Senate, shall be signed by the President, or other officer or employee in accordance with the directives of the Senate. Any officer or employee who attempts to bind the ALP contractually without Senate approval shall be personally liable to fulfill the terms of the contract.
8. The Senate may decide, should the need arise and annual funds allow, to hire an Executive Director, a Business Manager, or other positions as deemed necessary, and to contract with other entities and individuals for the accomplishment of specific tasks for the benefit of the ALP.
9. Action of the Senate may be appealed at a regular ALP Summit membership meeting or at a special called membership meeting as provided in Article 4, Sec. 6:4. A two-thirds vote of those present shall be required to reverse action of the Senate, except that changes to the annual budget may be affected by majority vote.

10. The Senate may hold electronic votes on questions originating from the Executive Committee between meetings (e.g. proposed amendments to the Bylaws, etc.) provided at least three (3) business days are given for the return of electronic ballots before the voting period is closed. Electronic votes that meet the required passing threshold shall be considered as passed provided electronic ballots from at least a quorum of the Senators are received.

#### **Section 4 - Standing Committees**

For the purpose of more effective task-management, Standing Committees of the ALP shall be assigned duties to research, plan, develop, maintain, and recommend Senate action regarding various aspects of the mission and vision of the ALP.

1. Established Standing Committees of the ALP shall be: Finance, Governance, Nominating, History, Publications and Public Relations, Website and Digital Services, Summit Planning, and Presidential Awards.
  - a. The membership of each standing committee of the ALP shall be appointed by the President annually.
  - b. Standing Committees not chaired by elected officers of the ALP shall be chaired by individuals appointed by the President annually.
  - c. Members and Chairs of Standing Committees appointed by the ALP President shall be confirmed by a two-thirds ( $\frac{2}{3}$ ) vote of the ALP Senate.
  - d. Standing Committees shall meet as regularly as necessary to comply with their assigned tasks and mandates and report to the Executive Committee regarding progress reports, requests for assistance or clarification, and any purchases or other action recommended.
  - e. All action items from standing committees that have been approved by the Executive Committee shall be brought before the ALP Senate for final action.
  - f. All standing committees shall have at least three (3) members including the chairperson.
  - g. The President of the ALP is an ex-officio, non-voting member of all committees.
  - h. Upon the recommendation of the President and ratification by a two-thirds ( $\frac{2}{3}$ ) majority vote of the ALP Senate, a new standing committee may be created or a previously existing standing committee may be dissolved.
  - i. Any dissolved standing committee must relinquish any and all existing segregated funds, records, and other property to the ALP.
2. The Finance Committee shall be chaired by the Treasurer of the ALP.
  - a. Following initial appointment and confirmation at the annual ALP Senate meeting, the Finance committee shall meet as soon as possible to begin developing the budget for the upcoming fiscal year.

- b. The proposed budget shall be presented to the ALP Executive Committee for their approval at their regularly scheduled September meeting.
  - c. Following Executive Committee approval, the proposed budget shall be sent via electronic mail to all Senators at least fifteen (15) days prior to the October ALP Senate Meeting for final approval.
  - d. The Finance Committee shall assist the ALP Treasurer with all financial filings, reporting, and audit activities.
  - e. The Finance Committee shall have other duties as assigned by the ALP Senate.
3. The Governance Committee shall be chaired by the Parliamentarian of the ALP who shall be a member in good standing appointed by the ALP President and confirmed by two-thirds ( $\frac{2}{3}$ ) vote of the ALP Senate.
- a. The Governance Committee shall assist the Parliamentarian in his or her oversight of the Bylaws, standing rules, and other rules of order.
  - b. Following initial appointment and confirmation at the annual ALP Senate meeting, the Governance committee shall meet as soon as possible to review the Bylaws, rules, and other governance documents of the ALP to make recommendations to the ALP Senate for changes and amendments if deemed necessary.
  - c. The Immediate Past-President of the ALP shall be a member of the Governance Committee.
  - d. The Governance Committee shall have other duties as assigned by the ALP Senate.
4. The Nominating Committee shall be chaired by the Immediate Past President of the ALP.
- a. The Nominating Committee shall assist the Immediate Past President in his or her consideration of members in good standing for open offices as they are vacated throughout the year.
  - b. In advance of the annual ALP Summit, the Nominating Committee shall present a slate of nominees to the Executive Committee.
  - c. The approved slate of officers shall be distributed to the full membership of the ALP at least fifteen (15) days prior to the annual ALP Summit Membership Meeting.
  - d. The Nominating Committee shall work with the First Vice President of the ALP leading up to the annual ALP Summit to identify qualified candidates for ALP Presidential Appointments.
  - e. The Nominating Committee shall have other duties as assigned by the ALP Senate.
5. The History Committee shall be chaired by the Secretary of the ALP.
- a. The History Committee shall meet as often as necessary to compile, review, and present information about the history of the ALP.

- b. The History Committee shall assist the Secretary of the ALP in his or her role as the “Historian of the ALP” with the archiving and preservation of documents, images, recorded media, artifacts, etc. related to the history of the ALP.
  - c. The History Committee shall have other duties as assigned by the ALP Senate.
- 6. The Publications and Public Relations Committee (P&PRC) shall be chaired by the Publications and Public Relations Manager (P&PRM) who shall be a member in good standing appointed by the ALP President and confirmed by two-thirds ( $\frac{2}{3}$ ) vote of the ALP Senate.
  - a. The P&PRC shall assist the P&PRM in his or her efforts to develop and disseminate publications and publicity materials for the ALP.
  - b. The P&PRC shall work closely with all other committees, officers, and the senate of the ALP to support the publications and publicity needs of the ALP.
  - c. The P&PRC shall have other duties as assigned by the ALP Senate.
- 7. The Website and Digital Services Committee (W&DSC) shall be chaired by the Webmaster who shall be a member in good standing appointed by the ALP President and confirmed by two-thirds ( $\frac{2}{3}$ ) vote of the ALP Senate.
  - a. The W&DSC shall assist the Webmaster in his or her efforts to create and maintain an effective ALP website, internet, social media, and digital presence.
  - b. The W&DSC shall coordinate with all other committees, officers, and the senate of the ALP to ensure that digital information is clear, accessible, and current.
  - c. The W&DSC shall have other duties as assigned by the ALP Senate.
- 8. The Summit Planning Committee shall be chaired by the First Vice President of the ALP.
  - a. The Summit Planning Committee shall assist the First Vice President in his or her efforts to successfully plan and administer the annual ALP Summit.
  - b. The Second Vice President of the ALP shall be a member of the Summit Planning Committee.
  - c. The Summit Planning Committee shall have other duties as assigned by the ALP Senate.
- 9. The Presidential Awards Committee shall be chaired by the Immediate Past President of the ALP.
  - a. The Presidential Awards Committee shall assist the President in his or her duty to award deserving members in good standing with Presidential Awards at the Annual ALP Summit.
  - b. Presidential Awards shall be created as deemed proper by the President of the ALP in consultation with the full Presidential Awards Committee.

- c. Presidential Awards may be discontinued at any time, but only with the approval of a two-thirds ( $\frac{2}{3}$ ) vote of the ALP Senate.
- d. Presidential Awards may include such awards as: New Professional, Above and Beyond the Call of Duty Award, Lifetime Achievement Award, and Distinguished Volunteer Award.
- e. The Presidential Awards Committee shall have other duties as assigned by the ALP Senate.

## **Section 5 - Sections and Interest Groups**

ALP will incorporate Sections representing library sectors (public, school, special, academic, archives), members of which are represented in the Senate. It also supports the formation of special interest groups, dedicated to pursuing activities pursuant to ALP's mission in terms of promoting neutrality, free inquiry, and freedom of speech.

1. Established Sections of the ALP shall be: Public, Academic, School, Special, and Archives. The Chair of each Section will be elected by the membership of his or her Section for a term of two years. A Section Chair may serve two consecutive terms if re-elected at the time of initial election, but must take a break of at least one (1) year before serving as chair again and may not serve consecutive terms upon subsequent election. Upon the recommendation of the President and ratification by a two-thirds ( $\frac{2}{3}$ ) majority vote of the ALP Senate a new section may be created or a previously existing section may be dissolved. Any dissolved section must relinquish any and all existing segregated funds, records, and other property to the ALP.
2. Interest Groups may be built around *functions*, *perspectives*, or *services*.
  - a. Functions-based interest groups may be formed around particular job functions or roles (e.g., library advocacy, scholarship, cataloging, assessment, reference, directors, retirees, students, trustees, friends, etc.),
  - b. Perspectives-based interest groups may include those built around belief systems or approaches (e.g., Christian librarians, Muslim librarians, conservative librarians, liberal librarians, etc.),
  - c. Services-based interest groups may include those built around ways to meet the needs of particular library user groups (e.g., international students; children & youth; users with disabilities; local history & genealogy; etc.).
  - d. The formation of interest groups oriented toward political and social action in the interest of identity categories of library workers themselves (e.g., race, color, sex, sexuality, lifestyle, national origin, disability, genetic condition, etc.), is prohibited.

3. New interest groups may be recognized by ALP following a written application to the Senate outlining the name and purpose of the group, plus the signatures of at least five (5) initial members. Approval will be determined by a simple majority vote.
4. The planning of meetings and other activities of these groups will be at the discretion of the members. Support from ALP will include providing dedicated pages on the ALP website and resources as needed and requested for events planned by such interest groups that may be of interest to the general membership (e.g., webinars or training). Requests for financial support for such events must take the form of proposals submitted to the Senate for approval no later than 90 days prior to the intended date.

### **Section 6 - Meetings**

1. Meetings of the Executive Committee shall occur monthly, prior to the 15th of the month on a regular schedule agreed upon annually by vote of the full Executive Committee. Meetings may be held in-person or via electronic means, provided all members are able to hear and be heard by all other members. Special meetings may be called in accordance with provisions set forth in Article 4, Sec.1:2.
2. Meetings of the ALP Senate shall occur quarterly (January, April, July, and October) and be held on or around the 15th of the month. Meetings may be held in-person or via electronic means, provided all members are able to hear and be heard by all other members. The October ALP Senate meeting shall be the annual budget meeting. Special meetings of the Senate may be called in accordance with provisions set forth in Article 4, Section 3:3.
3. Meetings of ALP Sections and interest groups shall be set by the Chair of each section or interest group or by the agreement of any five (5) of its members provided the full membership of said section or group has been notified 48 hours prior to the scheduled meeting time. Meetings may be held in-person, or via electronic means, provided all members are able to hear and be heard by all other members.
4. Meetings of the full ALP Membership shall occur annually at the ALP Annual Summit (See Article 4, Sec.7). Special meetings of the full membership may be called by the ALP Senate. Members must be notified at least fifteen (15) calendar days before any special meeting with the date, time, reason for the meeting, venue (typically digital), and agenda for the meeting.

## **Section 7 - ALP Annual Summit**

In consultation with the President and the Second Vice President, the First Vice President shall appoint members to the Annual Summit Organizational Committee.

1. The Annual Summit shall be a meeting open to all members and may be held virtually through interactive audio/video conference software, in-person, or in a hybrid fashion.
2. Every attempt shall be made to have an in-person Summit at least once in a four-year period.
3. The ALP Summit shall be a forum where continuing education presentations are made; vendor and partner information is made available; break-out sessions and discussion groups are held; meetings of the full membership, committees, sections, interest groups, and other focus groups are held; and other professional development and fellowship activities are fostered.

## **Article 5 - Finances**

### **Section 1 - Fiscal Year**

The fiscal year of the ALP shall be from November 1 to October 31.

### **Section 2 - Usage of Funds**

Operational funds shall be from membership fees, publication-advertising fees, and fundraising activities as approved by the ALP Senate. Lifetime membership fees and donations, so designated, shall be placed in the Endowment Fund.

### **Section 3 - Inurement**

No part of the net income of the ALP shall inure to the benefit of any officer, director, member, employee, or private individual; and no officer, director, member, employee, or private individual shall receive or be lawfully entitled to receive any pecuniary profit from the Corporation, except reasonable compensation for services incurred in effecting one or more of its exempt purposes.

### **Section 4 - Annual Budget**

No later than October 31 each year, the ALP Senate shall approve and adopt a budget for the following fiscal year. The revenues and expenditures of the ALP shall be approved through an annual budget, and financial obligations shall be incurred based on that budget.

## **Section 5 - Endowment Fund**

An endowment fund shall be established with the goal of providing a growing and continuous flow of funds to support current and future services and programs, as well as to provide long-term, stable financial support to complement ALP's revenues from dues and other sources. Oversight of the Endowment Fund shall be governed based on ALP Senate-approved Endowment Investment Policy.

## **Section 6 - Dissolution**

In the event of the dissolution of the ALP, any remaining assets of the ALP, after all debts have been satisfied, shall be transferred to another 501(3)c non-profit, as designated by the Executive Committee, to be used for purposes in alignment with the purpose of the ALP.

## **Article 6 - Parliamentary Procedures**

### **Section 1 - Parliamentary Authority**

The most current edition of Robert's Rules of Order, Revised Edition, shall govern all regular and special meetings of the ALP in all cases in which they are applicable and in which they are consistent with these Bylaws.

### **Section 2 - Parliamentary Rulings**

The Senate, in consultation with the Parliamentarian, shall be the final authority in interpretations of the Charter, Bylaws, and other rules of the ALP.

## **Article 7 - Indemnification**

### **Section 1 - Indemnity of Founders, Officers, Employees**

The ALP shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a founder, officer, senator, or employee of the ALP against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of the ALP Senate who are not at that time parties to the proceeding.

## **Section 2 - Indemnity to Inure to Heirs, Executors, and Administrators**

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

## **Section 3 - Protection Against Future Amendment or Repeal**

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

## **Section 4 - Contract Between ALP and Officers, Directors, and Employees**

This Article constitutes a contract between the corporation and the indemnified founders, officers, senators, or employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified founder, officer, senator, or employee under this Article shall apply to such founder, officer, senator, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

# **Article 8 - Conflicts of Interest**

## **Section 1 - Definitions**

1. "Designated Person" is defined as any person with the authorization of the ALP Senate to approve transactions or assert claims on behalf of the ALP including but not limited to members of the ALP Senate, officers, executive committee members, committee chairpersons, employees, or agents ("Designated Persons").
2. A Designated Person has a "Conflict of Interest" with respect to an agreement, arrangement, or transaction approved or proposed to be approved by the ALP or an entity controlled by the ALP (a "Transaction"), or a claim, action, cause of action, right, or defense of the ALP or entity controlled by the ALP (a "Claim"), if the Designated Person knows that any person or entity other than the ALP (including but not limited to the Designated Person him/herself) has a financial interest in or related to the Transaction or Claim that would reasonably be expected to exert an influence on the Designated Person's judgment, if he or she were called upon to authorize or vote upon the authorization of the Transaction or the assertion of the Claim.

## **Section 2 - Reporting**

1. A Designated Person who has a Conflict of Interest shall disclose the Conflict of Interest when it arises, and before action on the Transaction or Claim in question. Disclosure is required even if a decision concerning the Transaction or Claim is not subject to approval by the Designated Person or the Executive Committee or any committee on which the Designated Person serves.
2. Conflicts of Interest involving the President, other members of the Executive Committee, or ALP Senate shall be reported to the ALP Senate, and Conflicts of Interest concerning other Designated Persons shall be reported to the President, in which case the President will make the Conflict of Interest known to the ALP Senate and any applicable committee at the next Regular Meeting or Special Meeting.
3. The minutes of the ALP Senate, the Executive Committee, and of any committee at which a Conflict of Interest was reported, shall state who was present for any discussions and votes concerning the Transaction or Claim involving the Conflict of Interest.

## **Section 3 - Effect of Conflict of Interest**

1. A Designated Person who has a Conflict of Interest arising out of or related to a Transaction or Claim shall be excused from the meeting before any discussions or voting concerning the authorization of the Transaction or the assertion of the Claim, provided that the Designated Person shall make the disclosure required by this provision, respond to questions from the ALP Senate, Executive Committee, or other committee, and be counted in determining the presence of a quorum at any meeting of the Board of Trustees or committee.
2. Any Transaction involving a Conflict of Interest shall be fair and reasonable to the ALP.
3. The Designated Person will at all times act with good faith toward the ALP.

## **Section 4 - Action Requirements**

Any action by the ALP Senate, the Executive Committee, or another committee concerning the authorization of a Transaction or the assertion of a Claim involving a Conflict of Interest that is required to be approved by the ALP Senate, Executive Committee, or other committee must be approved by the affirmative vote of a majority of the Senators or members participating in the meeting (or such greater percentage as may be required by law, the ALP Bylaws, as amended, or by any other duly adopted policy or procedure of the ALP), including those who do not vote on the matter because of a Conflict of Interest.

## **Section 5 - Remedies for Violations**

1. In the event a Transaction or the assertion of a Claim is approved or rejected in a manner that is not in compliance with this provision, the ALP shall recover from the Designated Person any benefit accruing to him or her.
2. Any such Transaction shall be voidable at the option of the ALP if there is a reasonable basis to conclude that the Transaction would likely not have been approved if this provision had been followed. Any person who acts in violation of this provision shall be subject to immediate termination of his or her position with the ALP at the option of either the President or the ALP Senate, based upon whether the President or the ALP Senate has the reporting responsibility hereunder.
3. The ALP reserves the right to seek any remedies it may have under applicable law against the violator including but not limited to any damages resulting from the violation.

## **Section 6 - Disclosure Statement**

1. All Designated Persons will be given a copy of Sections 1 through 4 of this Article 8 and shall disclose any Conflict of Interest that is known to them. This will be evidenced by a Conflict of Interest Statement completed at the time of election, appointment, or employment, which will be retained by the ALP.
2. This Statement shall be renewed at least annually and at any time that a Conflict of Interest may arise.

## **Section 7 - Disputes**

1. Any dispute as to whether a Designated Person has a Conflict of Interest shall be determined by vote of the ALP Senate.
2. The Designated Person in question and any Related Person shall be excused from the meeting before any discussions or vote on the issue of whether a Conflict of Interest exists, provided that the Designated Person and any Related Person shall make the disclosure required by this provision, respond to questions from the ALP Senate, and be counted for purposes of determining the presence of a quorum.
3. "Related Person" means an individual:
  - a. in which the Designated Person has a Personal Interest;
  - b. who has a Personal interest in the Designated Person;
  - c. who has a Personal Interest in an individual or entity in which the Designated Person or an individual described in a. or b. has a Personal Interest.

4. A person has a “Personal Interest” in an individual if he or she is a relative of the individual within the third degree of consanguinity or affinity (“Consanguinity” is a relationship by blood; “Affinity” is a relationship by marriage), shares a residence with the individual, is an employee or agent of the individual, is an independent contractor who receives anything of value directly or indirectly from the individual, whether or not for consideration of equal value, or is an owner (directly or indirectly) of any such independent contractor.
5. A person has a Personal Interest in a legal entity if he or she is:
  - a. an owner or has a beneficial interest in the legal entity (directly or indirectly);
  - b. an officer, agent, employee, or member of the governing body of the legal entity or of an entity under common ownership or control with the entity;
  - c. an independent contractor that receives anything of value directly or indirectly from the entity or from an entity under common control with the entity, whether or not for consideration of equal value; or
  - d. an owner (directly or indirectly) of any such independent contractor. The term “legal entity” includes without limitation corporations, partnerships, limited liability companies, limited liability partnerships, unincorporated associations, trusts and estates.

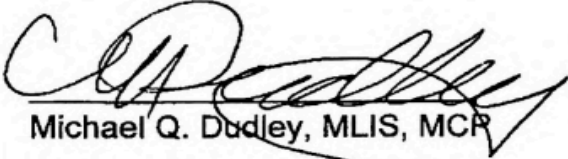
## **Article 9 - Amendments**

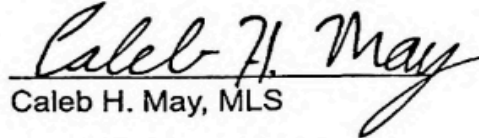
These Bylaws may be amended by a majority vote of the Senate followed by a two-thirds ( $\frac{2}{3}$ ) vote of the members who return electronic ballots. The exact wording of the proposed change(s) along with a notice of the deadline for the voting on the change must be distributed to the membership at least thirty (30) days prior to the deadline date for return of the ballots.

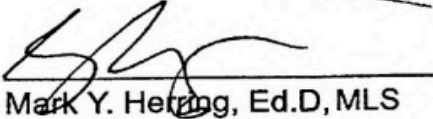
## **Article 10 - Initial Adoption**

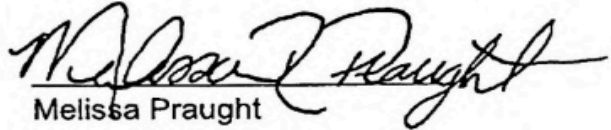
This organizational document for the ALP shall be in full force and effect upon its adoption by the organizational founders, whose names are undersigned. Upon adoption, the organizational founders shall directly hold an election to fill the positions on the Executive Committee. The newly-elected Executive Committee, serving alongside the other organizational founders who are willing to serve, will constitute the first ALP Senate. After initial organizational decisions are made pertaining to IRS non-profit status; bank account and financial information; dues rates and membership logistics; internet presence and public relations; and all other start-up considerations have been made, the next official act of the organization shall be a full-scale membership drive to all interested library professionals, library workers, library trustees, library academics, &c. Said membership drive shall commence no later than six (6) months from the adoption of this organizational document.

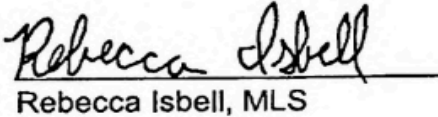
Adopted by the  
Founders of the Association of Library Professionals  
Whose Names are Undersigned  
Friday, September 22, 2023  
Amended January 19, 2024  
Most recently Amended February 17, 2026


  
Michael Q. Dudley, MLIS, MCP


  
Caleb H. May, MLS

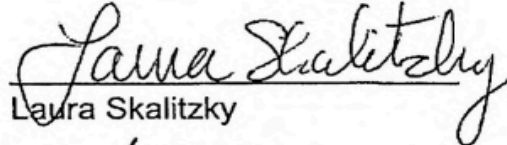
  
Mark Y. Herzig, Ed.D, MLS

  
Melissa Praught

  
Rebecca Isbell, MLS

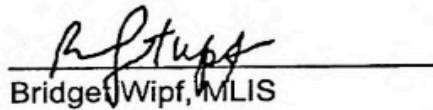
  
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