



Texas Library Association Bylaws

ARTICLE I – NAME

The name of the Association shall be the Texas Library Association, hereinafter known as TLA.

ARTICLE II – OBJECTIVE

The objective of this Association shall be to promote and improve library service in Texas, specifically:

1. To encourage the identification, development, and maintenance of effective library services which will meet the informational, cultural, and recreational needs of the people of Texas;
2. To provide for and stimulate the professional and career development of personnel in academic, public, school, and special libraries of Texas;
3. To facilitate effective cooperation among library personnel in academic, public, school, and special libraries of Texas;
4. To advance the standards and ideals of the profession;
5. To increase attention to intellectual freedom and social responsibility as an action-oriented association;
6. To provide appropriate services to members for the benefit of the profession;
7. To work cooperatively with all types of libraries and organizations that have similar or allied interests, provided that:
 - a. The purpose of the joint activity is supportive of the emphases named above;
 - b. The other association has a major role in those activities relating to libraries;
 - c. The financial commitment required does not place a major burden upon the regular financial responsibilities of the Association;
 - d. The Executive Board has approved the activity.
8. To operate exclusively for charitable, scientific, literary, and educational purposes.

ARTICLE III – MEMBERSHIP

Section 1. Qualifications

Any person interested in Texas libraries may become a member of TLA upon payment of annual dues.

Section 2. Classifications and Definitions

1. There shall be the following classifications of membership: Individual/Professional Member; Vendor Member; Retired Member; Student Member; TLA/ALA Joint Student Member; Associate Member; and Life Member.
2. Definitions:
 - a. Individual/professional members: individuals who are Texas library employees.
 - b. Student members: individuals enrolled in a recognized program of library studies in a college or university.
 - c. Retired members: individuals who are retired from active employment in a library.
 - d. Life members: individuals who have paid a life membership fee or been recommended by the Executive Board and approved by a three-fourths vote of Council for substantive service to TLA.
 - e. Vendor members: individuals employed by local, state, or national manufacturers, publishers, or other for-profit companies providing products and services to the library profession.
 - f. Associate members: individuals who support libraries, but are not employed by a library (e.g., lay advocates, library board members, volunteers, etc.).

Section 3. Privileges

1. Individual/professional members, student members, associate members, vendor members, retired members, and life members shall be entitled upon payment of annual dues, to the following privileges unless otherwise stated in the **Bylaws**. They shall:
 - a. Be entitled membership in one Division and one Round Table, unless additional fees are paid as provided for in the schedule of dues, such fees to be submitted with annual membership dues. In the case of first-year members of TLA, if no Round Table is specified, members shall be assigned to the New Members Round Table;
 - b. Be entitled to membership in one District of their choosing;
 - c. Be eligible for any elected or appointed office if a resident of Texas or an employee of a Texas library;
 - d. Be able to serve the Association in the following manner:
 - i. Hold no more than one Executive Board position and avoid any conflict of interest by pursuing or holding any positions within Units; or
 - ii. Hold no more than one presiding Unit position or one voting Councilor or Alternate-Councilor position;
 - iii. Not seek in the same election cycle multiple positions that would conflict in **d.i.** and **d.ii.**;
 - iv. Serve in the following appointed positions:
 1. One multi-year TLA Standing Committee appointment; and
 2. One single-year TLA Standing Committee appointment; and
 3. One or more Unit appointments concurrently as not prohibited in **d.i.**; and

4. Ancillary positions as required that would include, but not be limited to, the following: Executive Board, Conference Planning Committee, and legislative liaisons; and District chairs and reading list chairs serving on their respective coordinating committees.
- e. Be able to vote in TLA general elections;
- f. Be able, through participation in a referendum in which one-fourth of the membership has voted, to set aside any action of Council except a properly negotiated binding legal contract. Such a referendum must be held upon written petition of fifty members of TLA;
- g. Be able to participate in general membership meetings;
- h. Be able to join as many Discussion Groups of their choosing without payment of additional dues.

Section 4. Dues

Annual dues for the various classes of membership are applicable to the calendar year and are due January 1 for the year to which they apply. The annual dues schedule is set by Council, subject to approval by membership. However, optional adjustments not to exceed the Consumer Price Index (CPI) from the previous year, rounded to the nearest dollar, may be recommended by the Executive Board, subject to approval by Council.

1. Dues categories are: Librarian, Librarian – Reduced Dues, Library Support Staff, Student, Associate, Retired, Vendor, and Unemployed. Members falling into two or more categories of membership shall pay the highest applicable dues.
2. If a member chooses to join additional Divisions, Districts, or Round Tables, a flat fee will be added to the basic dues for each additional unit joined.
3. District Dues: One percent (1%) of the annual dues will be allocated to the Districts. The money will be divided equally among the Districts.

ARTICLE IV – OFFICERS

Section 1. Officers

1. The elected officers of this Association shall be a President, a President-Elect, the Immediate Past President, the Treasurer, the ALA Chapter Councilor, and five Representatives-at-Large to the Executive Board.
2. These officers shall perform their duties as set forth in the **Standing Rules**, and shall perform other duties as assigned by the Executive Board and Council.

Section 2. Qualifications

Each Officer must maintain a current TLA membership and be a resident of Texas or an employee of a Texas library. Dues payment must be received by January 31.

Section 3. Terms of Office

1. The President and President-Elect shall serve a term of one year or until their successors are elected.
2. The Treasurer shall serve a term of three years or until a successor is elected.
3. The Representatives-at-Large shall serve a term of three years or until their successors are elected.
4. Officers assume office immediately upon adjournment of the Annual Conference, except the ALA Councilor whose term begins upon adjournment of the annual summer conference of ALA.

Section 4. Vacancies

1. If there is a vacancy in the office of President, the President-Elect shall become President for the remainder of that term and for the term to which this officer has been elected.
2. If there is a vacancy in the office of the President-Elect, the Executive Board shall elect one of its members to fulfill the duties of President-Elect for the remainder of that term. A new President and President-Elect will be chosen at the next election.
3. A vacancy in the office of Immediate Past President shall be filled by the most recent Past President who is available and willing to serve for the remainder of that term.
4. A vacancy in the office of Treasurer or one of the offices of the Representatives-at-Large shall be filled by a member of the Council elected from and by the Council and shall serve for the remainder of that term.
5. If there is a vacancy in the office of ALA Chapter Councilor, the President shall appoint an interim Councilor to serve until a successor elected at the next regularly scheduled election assumes office.
6. A vacancy shall automatically exist if any officer fails to pay dues by January 31 of the year in which that officer is serving. The vacancies shall be filled as described above.
7. If a vacancy on the Executive Board would occur due to a tie election or to the resignation by a newly elected officer received between the time of the election and the adjournment of the Annual Conference, the person currently holding that position would continue in office until a successor can be chosen. The vacancies shall be filled as described above.

ARTICLE V – NOMINATIONS AND ELECTIONS

Section 1. Nominations

1. At the last Executive Board meeting preceding the Annual Conference, the Board shall elect a Nominating Committee of five members representative of different types of libraries and geographic areas. No member of the Executive Board may serve on this committee.
2. The Nominating Committee shall:

- a. Accept any written petition for nomination which has been completed as stipulated in these **Bylaws** and the **Standing Rules**; and
- b. Fulfill its responsibilities as outlined in **Standing Rule 3**.

Section 2. Elections

1. Elections of the membership of TLA shall be held annually; a majority of the votes cast will elect. In elections where there are more than two (2) candidates and no candidate receives a majority of the vote, a run-off election will be held between the two (2) candidates with the highest number of votes. A President-Elect shall be elected annually. A Treasurer shall be elected every third year. Two Representatives-at-Large shall be elected annually, except every third year when only one is elected to replace the member whose term expires.
2. The Representatives-at-Large on the Executive Board shall be elected on a “place” basis so that candidates run for particular positions, with two (2) candidates nominated for each position.
3. The ALA Chapter Councilor shall be elected according to the rules of ALA.
4. Further details on election procedures are in the Standing Rules.

ARTICLE VI – COUNCIL

Section 1. Membership

1. Voting members of Council shall include:
 - a. The President;
 - b. The President-Elect;
 - c. The Immediate Past President;
 - d. The Treasurer;
 - e. The ALA Councilor;
 - f. Five Representatives-at-Large; and
 - g. One Councilor from each Division, District, and Round Table or an Alternate designated by the Unit.
2. Non-voting members shall include:
 - a. Chairs of Standing Committees and Ad Hoc Committees;
 - b. The Executive Director;
 - c. The Journal Editor;
 - d. The Association Legal Counsel;
 - e. Chairs of statewide organizations affiliated with TLA; and
 - f. The Association Parliamentarian.

Section 2. Duties

1. Duties of the Council are to determine policy and serve as the chief governing body of TLA, except where the **Bylaws** assign responsibility otherwise.

2. Council shall perform the duties as assigned in the **Standing Rules**.

Section 3. Qualifications

All members of Council must maintain a current TLA membership and be a resident of Texas or an employee of a Texas library. Dues payment must be received by January 31.

Section 4. Regular Meetings

Council shall hold at least three meetings a year: one in conjunction with the Annual Conference, one in conjunction with the Officer Governance Training and Workshop, and one to approve the annual budget.

Section 5. Special Meetings

Special meetings may be called by the President. Upon written request of ten members of the Council, a meeting must be called within forty-five (45) days. Special meetings may be virtual.

ARTICLE VII – CHAPTER AFFILIATIONS

Section 1. ALA Chapter

TLA is a chapter of the American Library Association (ALA).

Section 2. ALA Chapter Councilor

The ALA Chapter Councilor shall:

1. Serve on ALA's Council in accordance with ALA governing requirements for terms and service;
2. Serve as a voting member of the Executive Board;
3. Serve as a voting member of Council; and
4. Perform duties as set forth in the **Standing Rules**.

ARTICLE VIII – EXECUTIVE BOARD

Section 1. Membership

1. The voting members of the Executive Board of TLA shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer, the five Representatives-at-Large, and the ALA Councilor.
2. The Immediate Past President shall continue to serve one year on the Executive Board following the term of office as President.

3. The Executive Director shall serve as secretary to the Board without the privilege of making motions or voting.

Section 2. Meetings

1. The Executive Board shall hold at least two meetings each year, exclusive of any meetings held at the Annual Conference of the Association and at the Officer Governance Training and Workshop.
2. Meetings shall be held on call from the President or by written petition of four members of the Executive Board.
3. Executive Board meetings of TLA shall be open to all members of the Association. The Board shall conduct executive sessions to hear and/or vote on personnel matters and to hear reports and/or take action on matters relating to threatened or pending litigation.
4. Only members of the Executive Board may make motions and vote. Non-members may speak with the consent of the Executive Board.
5. Notification of scheduled Executive Board meetings shall be made through publications of the Association.

Section 3. Duties

The Executive Board shall:

1. Serve as the central management board of TLA;
2. Report on its activities to Council;
3. Make recommendations to Council with respect to matters of policy and operations;
4. Make recommendations to Council regarding the TLA budget;
5. Approve the minutes of Council meetings;
6. Direct the work and perform the annual evaluation of the Executive Director;
7. Arrange for and approve an annual audit;
8. Elect the Nominating Committee;
9. Perform such other duties as are specified in these **Bylaws** and the **Standing Rules**;
and
10. Administer the Jerre and Glen Hetherington Leadership Development Fund, a special endowment fund of the Texas Library Association, which will support the training and development of leaders in the Association and the profession of librarianship.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

Standing committees are established by the Executive Board and appointed by the President-Elect to provide continuity, oversight, and strategic guidance in areas essential to advancing the mission of TLA.

There shall be the following standing committees: Awards; Budget; Bylaws and Resolutions; Conference Planning Committee; District Leadership Caucus; Intellectual Freedom;;Legislative; Nominating; Public Relations and Marketing; Reading List Coordination; Scholarship & Grants; TALL Texans Selection; Texas Bluebonnet Program; Texas Bluebonnet Selection; and Texas Youth Creator Awards.

1. Members of the Budget Committee are defined in Article X of the Bylaws.
2. Members of Bylaws and Resolutions; Intellectual Freedom, Lariat Adult Reading List; Public Relations and Marketing; Reading List Coordination; Scholarship & Grants; TALL Texans Selection, Tejas Star Reading List, Texas Bluebonnet Program; Texas Bluebonnet Selection; Texas Youth Creator Awards; and Texas Topaz Nonfiction Reading List committees shall serve for three years. The Chair of each committee shall be appointed each year for one year. Approximately one-third of the members of each committee shall be chosen each year for a three-year term. Members who are absent from two consecutive meetings without good cause will be replaced upon request of the Chair.
3. The Chair of the Legislative Committee shall be appointed for a two-year term and shall continue to serve a second biennium as the Immediate Past Chair of the Committee.
4. Approximately one-half of the members of the Legislative Committee shall be appointed each odd-numbered year to a four-year term. Appointments shall be made jointly by the TLA President and the TLA President-Elect. Terms of office shall begin at the end of the Legislative Session, including special sessions called immediately following regular sessions. Members who are absent from two consecutive meetings without good cause will be replaced upon request of the Chair.
5. Members of the Scholarship & Grants committees shall be appointed to staggered three-year terms and are eligible for one re-appointment.
6. Members of the Awards; Conference Planning Committee; and Nominating committees serve for one year and shall be appointed as provided for in these **Bylaws**. The immediate past chair of the Awards Committee shall serve in an advisory capacity to the current committee, as an ex-officio and non-voting member of the committee. Members who are absent from two consecutive meetings without good cause will be replaced upon request of the Chair.
7. The composition of the District Leadership Caucus includes an official representative of each TLA District and a Chair, who must have served as a District Chair within the last three years. The term of office is one year.
8. The Reading List Coordinating Committee will be led by two Co-Chairs appointed to staggered two-year terms, with the President-Elect appointing one new Co-Chair each year. The immediate past Chair shall serve as an ex-officio advisor to the committee. Leadership of the Reading List Coordinating Committee should have past experience as either a reading list subcommittee Chair or an appointed member of the Reading List Coordinating Committee
9. The Chair of the TALL Texans Selection Committee will be chosen from the membership of the prior year's committee. The Immediate Past Chair of the Library Leadership Round Table shall serve in an advisory capacity to the TALL Texans Selection Committee as an ex-officio and non-voting member of that committee. A minimum of

one-half of the members of the TALL Texans Selection Committee and its subcommittee to select new TALL Texans should not have attended the TALL Texans program as a participant.

10. The duties of the standing committees are outlined in the **Standing Rules**.
11. Standing committees and standing committee chairs, except the Legislative Committee and the Reading List Coordinating Committee, shall begin their official responsibilities immediately upon adjournment of the Annual Conference preceding their term of service and shall conclude at the close of Conference either one, two, or three years later, as specified in these **Bylaws**.
12. Authority to Create or Dissolve Standing Committees. The Executive Board shall periodically review the effectiveness, relevance, and alignment of standing committees with the mission, strategic plan, and operational needs of the Association. Upon identifying a need to create or dissolve a standing committee, the Executive Board shall evaluate the committee's purpose, scope, anticipated impact, and resource requirements. Such proposals require a majority vote of the Executive Board. The Bylaws and Standing Rules shall be amended to reflect the addition or removal of the committee and its charge.
13. In addition to other assigned duties, each Committee shall be alert to possibilities for including diversity initiatives and membership recruitment in all its activities.

Section 2. Other Committees

Special (ad hoc) committees shall be appointed as necessary by the President.

Section 3. Reports

1. Standing Committees shall provide reports to Council upon request.
2. Committee Chairs shall report items requiring Council action in the form of motions.

Section 4. Membership

All members of committees shall be current in payment of dues and be residents of Texas or an employee of a Texas library. Attention will be given to appointments from diverse areas of representation within TLA's membership.

ARTICLE X – FINANCE

Section 1. Fiscal year

The fiscal year of the Association shall be January 1 through December 31. The membership year shall be January 1 through December 31. All members whose dues are not postmarked by January 31 shall automatically be dropped from the roll of membership.

Section 2. Budget Committee

There shall be a Budget Committee composed of the Immediate Past President (Chair), President, President-Elect, Treasurer, Executive Director, and one Unit Councilor and alternate, chosen annually by lot at the last Council meeting of the Annual Conference. The budget shall be prepared by this committee each year. This tentative budget shall be presented by the Immediate Past President to the Executive Board for recommendations and referred to Council for its approval. The Budget Committee shall be designated the Audit Committee and shall make the selection of the audit form as well as meet with the Auditor (CPA) at the conclusion of the annual audit.

Section 3. Audit

The Treasurer shall recommend the selection of the Auditor (CPA) for approval by the Executive Board to audit the books each January. The audit shall be available at TLA headquarters as soon as is practicable after approval by the Board. When a new Executive Director is hired, other than at the beginning of the fiscal year, the Executive Board shall arrange for an audit by a Certified Public Accountant for the period subsequent to the last annual audit.

Section 4. Bonding

The Executive Director and applicable Association officers and staff shall be bonded. The amount of the bond shall be determined by the Executive Board and paid by TLA.

Section 5. Dues

1. When a member, on payment of annual dues, indicates a choice of Division and Round Table, and when first-year members are assigned to the New Members Round Table as specified in Article III, Section 3.1.A., ten percent (10%) of basic dues shall be credited to the Division of choice, and five percent (5%) shall be credited to the Round Table of choice, except in the case of the Library Friends, Trustees, and Advocates Round Table, which shall be credited with twenty-five percent (25%) of its members' dues. Funds collected for membership in additional Divisions and Round Tables, as provided in Article III, Section 4.6, shall be credited to those Divisions and/or Round Tables.
2. Each Division, District, and Round Table (hereinafter referred to as Units) may decide how it spends its funds. This must follow submission of skeletal budgets to the Unit's membership at their annual meeting. A copy of this budget must be submitted to the Executive Board through the Executive Director. If a Unit is dissolved, any funds remaining in its account shall revert to the general account of TLA.
3. Any funds remaining in a Unit's account at the end of a fiscal year shall be carried over for its use the following year.

Section 6. Contingency Fund Expenditures

All expenditures from the Contingency Fund for less than \$500, or up to the amount available if less than \$500, may be approved by the President without prior Board or Council approval. The Board must be informed of the expenditure at the next Board meeting.

ARTICLE XI – TLA UNITS

Section 1. Definitions

TLA Units shall be defined as Districts, Divisions, Round Tables, and Discussion Groups.

Section 2. Districts

1. District boundaries shall conform to those established by the TLA Council on April 15, 2011.
2. The virtual district may be formed by a petition containing the signatures of sixty (60) TLA members, each becoming a charter member of the group. The district shall achieve official status upon certification of the petition by the Executive Director.
3. Districts are required to elect a Councilor and a Councilor-alternate to serve on the TLA Council in accordance with the operating procedures adopted by the district. A vacancy in the office of Councilor shall be filled by the Councilor-alternate.
4. The District Councilor will be required to handle the funds of the district if no other person is appointed or elected to serve in this capacity.
5. Except for the positions of the Councilor and Councilor-alternate, Districts are not required to have any other officer positions.

Section 3. Divisions

1. The Association will be divided into four Divisions, each division to represent a type of library as follows:
 - a. College and University Libraries Division;
 - b. Public Libraries Division;
 - c. Texas Association of School Librarians; and
 - d. Special Libraries Division.
2. Each Division that has a standing legislative subcommittee will have the Chair of that subcommittee serve as an ex-officio and voting member of the Legislative Committee of the Association.

Section 4. Round Tables

Round Tables may be organized by interest or activity. They shall be formed in the following manner:

1. A Round Table may be formed through petition with sixty (60) signatures, each representing a charter member of the group, and shall have achieved official status when the petition has been certified by the Executive Director.

Section 5. Discussion Groups

Discussion Groups may be organized by interest or activity for the purpose of providing member opportunities for informal dialogue. They shall be formed in the following manner:

1. A Discussion Group may be formed through petition with twenty-five (25) signatures, each representing a charter member of the group, and shall have achieved official status when the petition has been certified by the Executive Director.
2. Members may join a Discussion Group by adding the group to their annual membership renewal. There are no dues associated with a Discussion Group.
3. A Discussion Group has no budget, operating procedures, officers, or Council representation. Discussion Groups cannot incur any expenses.
4. A Discussion Group may petition to become a Round Table by petitioning for Round Table status as defined in Article XI, Section 4, and by maintaining the minimum membership levels as defined in Article XI, Section 8.

Section 6. Unit Requirements (Applicable to all Divisions, Round Tables; Optional for Districts; Not applicable to Discussion Groups)

1. All Units shall have at least the following officers:
 - a. A presiding officer, termed chair
 - b. A chair-elect designated to succeed the chair;
 - c. A person elected or appointed to handle Unit funds, if the Unit has or expects to have funds;
 - d. A person elected or appointed to take minutes at official meetings and provide a copy of those minutes to the TLA office; and
 - e. A Councilor and Councilor-alternate (if the Unit wishes to be represented on TLA Council).
 - f. Other officers and committees may be elected or appointed as deemed necessary by the Unit and provided for in the operating procedures.
2. Each Unit shall develop and maintain operating procedures, which shall include the following:
 - a. A statement identifying the name of the Unit and defining its membership;
 - b. Officers of the Unit;
 - c. Election procedures, including a provision for electronic balloting and a method for breaking ties in elections;
 - d. A method for amending, updating, and revising the operating procedures; and
 - e. A method for filling vacancies in elected offices. (A vacancy in the office of presiding officer shall be filled by the person already selected to succeed the presiding officer. A vacancy in the office of Councilor shall be filled by the Councilor-alternate. Other vacancies shall be filled through appointment by the

presiding officer with approval of the Unit's elected leadership [executive committee or elected officers]. A vacancy in both the presiding officer and the elected successor positions shall be filled by the President of the Texas Library Association.)

- f. Operating procedures may include the following: executive committee; standing and special committees/task forces; Unit activities, including special projects, awards, etc.; and anything else deemed necessary for the efficient operation of the Unit.

A copy of each Unit's operating procedures and all updates to those procedures shall be filed with the TLA Bylaws and Resolutions Committee. If a Unit maintains a webpage, operating procedures should be posted there and kept up to date.

Section 7. Unit Councilor

1. Each Division and Round Table that chooses to be represented on TLA Council shall elect a Councilor to serve on the Council of TLA. Each District must elect a Councilor and Councilor-alternate.
2. Unit Councilors shall be current in payment of dues to TLA and the Unit and be residents of Texas or an employee of a Texas library.
3. Unit Councilors shall be elected according to the individual Unit operating procedures governing election of officers. At least two candidates shall be nominated for the office. The candidate with the highest number of votes shall be elected as Councilor and the candidate with the next-highest vote shall be elected Councilor-alternate to serve in the absence of the Councilor.
4. Each Unit Councilor shall serve for three years or until a successor is elected. In Districts that only have a Councilor and Councilor-alternate, the District's operating procedures may provide a term for the Councilor or Councilor-alternate of not less than one nor more than three years, or until a successor is elected.
5. Vacancies shall be filled as provided for in the Unit's operating procedures.
6. TLA Unit Councilors shall:
 - a. Attend all meetings of TLA Council;
 - b. Submit all resolutions from the Unit that require Council action;
 - c. Serve as liaison between TLA Council and the TLA Unit they represent; and
 - d. Perform other duties as may be set forth in the **Standing Rules**.
7. TLA Unit Councilor-alternates shall:
 - a. Fulfill the duties and responsibilities of the Unit Councilor in their absence; and
 - b. Perform other duties as may be set forth in the **Standing Rules**.

Section 8. Unit Dissolution

A Round Table or Discussion Group may be discontinued by the Council when any of the following occur:

1. Membership in the Round Table or Discussion Group falls below fifty (50);

2. In the opinion of the Council, the usefulness of the Round Table or Discussion Group has ceased; or
3. The Round Table has not chosen new leadership in two years.

A Unit may also vote to dissolve or merge with another Unit. When a Unit dissolves, all remaining funds remain the property of the Texas Library Association.

ARTICLE XII – EXECUTIVE DIRECTOR

Section 1. Appointment

The Executive Director shall be appointed by the Executive Board. The Executive Director shall hold office at the pleasure of the Board, subject to an annual review.

Section 2. Duties

The Executive Director shall perform duties as assigned in the **Standing Rules**, the policy manual of the Executive Board, and the personnel manual.

ARTICLE XIII – MEETINGS

Section 1. Annual Conference and Membership Meeting

1. Prior to the last Council meeting at the Annual Conference, a general membership meeting must be held. A quorum for the membership meeting shall be ten percent (10%) of those voting members registered for the Conference twenty-four hours in advance of the meeting. The purpose of the membership meeting shall be to provide the opportunity for the discussion of items of major concern to libraries and librarianship in Texas.
2. The membership meeting shall have the authority to:
 - a. Cause a referendum to be held on a two-thirds vote;
 - b. Refer items to the next Council meeting by a majority vote;
 - c. Cause Council to reconsider any negative action on an amendment to the **Bylaws** by a two-thirds vote;
 - d. Censure and cause a referendum to remove from office any member of the Executive Board by a two-thirds vote; and
 - e. Censure any member of Council by a two-thirds vote.

Section 2. Officer Governance Training and Workshop

1. An Officer Governance Training and Workshop shall be held annually at a date and location to be set by the Executive Board.
2. Members of Council, Chairs and members of Committees, and officers of TLA Units shall meet to make annual plans for the program of the Association.
3. Others may attend without making motions, participating in debate, or voting.

Section 3. Open Meetings

All meetings of the Texas Library Association, including those of all Units of the Association, may be attended by all members of the Association for the purpose of information. The only meetings that are not open (closed meetings) will be those for the discussion of matters affecting the privacy of individuals or institutions.

ARTICLE XIV – ELECTRONIC MEETINGS AND COMMUNICATIONS

Section 1. Meetings

The Council, Executive Board, Committees and subcommittees, and all TLA Units shall be authorized to meet by telephone conference or through other remote electronic communications technology, including videoconferencing and the internet, as long as each person participating in the meeting can simultaneously hear and communicate with all other participants.

Section 2. Communication

All communication required in these **Bylaws**, including meeting notices, may be sent electronically.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The parliamentary authority governing the Texas Library Association is *Robert's Rules of Order, Newly Revised*, current edition.

ARTICLE XVI – LEGALITIES

Section 1. Legal Documents

Legal documents of the Texas Library Association consist of the **Articles of Incorporation, Bylaws** and **Standing Rules, Executive Board Policy Manual, Personnel Manual, Conference Manual**, and any other policy manuals or documents as designated by the Executive Board.

Section 2. Archives

TLA shall maintain an archives file of legal and historical documents that record the activities of the Association. These documents shall include, but are not limited to, organizational and operational materials (i.e., **Articles of Incorporation, Bylaws**, etc.); financial records;

Executive Board, Council, Unit, and Committee minutes; correspondence; and Association programs and photographs. Further information may be found in the **Standing Rules**.

Section 3. Logo and Trademark Use

Permission to use TLA logos or trademarks must be obtained from the TLA Executive Board. Surveillance regarding unauthorized use of all TLA logos and/or trademarks will be the responsibility of the TLA Executive Board. Suspected cases of unauthorized use should be reported to the TLA Executive Office for verification and action. In confirmed cases of unauthorized use, the TLA Executive Board will send a letter requesting that use cease or permission for use be obtained from TLA.

Section 4. Liability

An Executive Board member is not liable to the Corporation or its members for monetary damages for an act or omission in the Board member's capacity as a Board member, except for: a breach of a Board member's duty of loyalty to the Corporation or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a Board member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Board member's office; an act or omission for which liability of a Board member is expressly provided for by statute; or an act related to an unlawful payment of a dividend.

Section 5. Dissolution

In the event of dissolution, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets of the Association to any organization operated for charitable, scientific, literary, or educational purposes, or other activities similar to those of the Association.

ARTICLE XVII – AMENDMENTS TO THE BYLAWS

Section 1. Membership Approval

Articles I, II, III, IV, V, VI, VIII, XI, XIII, XV, XVI, and XVII may be amended as follows:

1. Submission in writing to the Executive board forty-five (45) days in advance of submission to Council;
2. Executive Board acknowledges receipt of the submission and refers proposal to the Bylaws Committee thirty (30) days in advance of submission to Council;
3. Advance publication;
4. Approval by Council; and
5. Approval by a plurality of those voting in a mail or electronic membership referendum.

Section 2. Articles of Incorporation

Amendments to Articles I, II, and XV must also be reflected in amendments to the **Articles of Incorporation**.

Section 3. Council Approval

Articles VII, IX, X, XII, and XIV may be amended and adopted by a two-thirds vote of Council, provided the proposed amendment shall have been sent to the Bylaws Committee forty-five (45) days in advance of a Council meeting.

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