

## **National Council for Learning Resources**

### **Constitution and Bylaws**

(2017 Revision)

The National Council for Learning Resources (NCLR) is an affiliated council of the American Association of Community Colleges. NCLR is organized exclusively for educational purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE I**

##### **Name**

The official name of this organization shall be The National Council for Learning Resources, Inc., dba the National Council for Learning Resources (NCLR), hereafter referred to as “the Council.”

#### **ARTICLE II**

##### **Purpose**

The Council is organized and shall be operated exclusively for charitable and educational purposes and shall not engage in any activity that is not permitted by an organization exempt from taxation under Section 501(a) and described in Section 501 (c) (3) of the Internal Revenue Code. No part of its net earnings shall inure to the benefit of any private individual except that reasonable compensation may be paid for services actually rendered. Part of its activities shall be advocating or otherwise attempting to influence legislation, but it shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Pursuant to these purposes, the Council shall promote the central role of library and learning resource programs and librarians as vital to formal education, information literacy, and lifelong learning. The Council shall serve as a collective voice and contribute to the common interests of its members by advancing the mission of community colleges through sponsoring and promoting activities related to libraries and learning resources programs, promoting student success in community colleges. The Council will provide representation within the AACC for library and learning resources topics and concerns and, as a result, improve service to community college faculty, staff, and most importantly, students. Specifically, the Council will address efforts to heighten awareness of library and learning resources issues among presidents, vice-presidents, and others who may supervise such programs.

### **ARTICLE III**

#### **Membership**

Membership in the Council will consist of any individual or institution that pays the annual membership fee. The targeted membership will be individuals who hold positions of leadership in community college library and learning resources programs or who have interest in the improvement and visibility of such programs.

Section 1. The Membership year is July 1 through June 30.

Section 2. Membership categories shall be determined by a majority of the executive committee voting in person, or by mail/e-mail ballot.

Section 3. Membership meetings/discussion sessions are held annually in conjunction with the Community and Junior College Libraries Section of the Association of College and Research Libraries, at the American Library Association Annual Conference.

Section 4. Members of the Community and Junior College Libraries Section of the Association of College and Research Libraries (American Library Association) are affiliate (non-voting) members of the Council.

### **ARTICLE IV**

#### **Dues**

Dues of members shall be established by the board of directors and reviewed annually.

### **ARTICLE V**

#### **Board of Directors**

Section 1. The governing body of the Council shall be the board of directors, whose members shall serve without pay.

Section 2. The board of directors shall consist of no less than five (5) nor more than seven (7) members. Subject to the foregoing, the number of directors may be fixed by action of the board of directors. The number of directors may be increased or decreased by action of the board of directors, provided that any action by the board of directors to effect such increase or decrease shall require the vote of a majority of the entire board of directors.

Section 3. The board of directors shall have authority to make policies for the Council that are consistent with the bylaws. The board of directors shall have the authority to establish bylaws. The board of directors shall be fully accountable to the general membership and shall present a review of its actions to the membership in an annual report.

Section 4. The board of directors shall consist of the Council officers and other such members as deemed appropriate by the board of directors

Section 5. The board of directors shall meet in accordance with the bylaws. A majority of the members of the board of directors shall constitute a quorum for the transaction of business.

Section 6. The board of directors by a two-thirds vote may remove any director thereof for cause only.

Section 7. Vacancies on the board of directors may be filled by a vote of the majority board of directors.

## **ARTICLE VI**

### **Officers**

The officers of the Council shall consist of the chair, vice-chair, immediate past-chair, and treasurer. The officers shall comprise the executive committee of the Council board of directors and shall be elected from the membership, with the exception of the treasurer. The treasurer is appointed by the board of directors. The officers shall serve a term of two years.

## **ARTICLE VII**

### **Duties of Officers**

Section 1. The chair, vice-chair, immediate past-chair, and treasurer shall perform the duties pertaining to their offices as may be defined by the board of directors or specified in the bylaws.

Section 2. The chair shall be the chief executive officer of the Council and preside at meetings of the Council board of directors and at the annual business meeting.

Section 3. The chair, vice-chair, and immediate past-chair shall take office July 1 and shall serve until their term expires, in accordance with the provisions of the constitution and bylaws.

Section 4. The treasurer is appointed by the executive committee.

## **ARTICLE VIII**

### **Elections**

Section 1. The treasurer with assistance from the immediate past-chair, will be responsible for holding elections for the chair and vice-chair.

Section 2. Elections for all Council officers will be held in April/May by ballot mailed or e-mailed to all members.

Section 3. Officers will begin serving on July 1 following their election or appointment.

Section 4. The term of office, unless otherwise specified, shall be for two years beginning on July 1 following the election.

Section 5. Nominations for Council vice-chair, board members or the appointed positions shall be made to the immediate past-chair at any time providing the consent of the nominee has been established. The executive committee shall have the authority to name additional candidates.

## **ARTICLE VIII**

### **Meetings of the Council**

Sec. 1. The annual business meeting of the Council shall be held during the discussion session of the Community & Junior College Library Section of the Association of College and Research Libraries (American Library Association) at the time and place of the Annual conference of the American Library Association.

Sec. 2. Special meetings may be called by the chair of the Council.

## **ARTICLE IX**

### **Finance**

At each annual meeting, the treasurer shall present a statement of the Council's financial condition and report on all financial operations of the preceding year and financial plans for the succeeding year. No financial obligations shall be incurred by any officer or committee except as authorized within the annual budget, or under the authority of special interim action approved by the board of directors. The fiscal year of the Council is July-June.

## **ARTICLE X**

### **Amendments**

Section 1: This constitution may be amended as presented by the board of directors by an affirmative vote of two-thirds of those Council members who return their ballots to the Council office. Amendments to the constitution and bylaws may be proposed by any member of the board of directors of the National Council for Learning Resources. Written notice of any proposed amendment to the constitution shall be sent to all members at least thirty days prior to the date when the votes are tabulated. Amendments shall not alter the purposes of this organization to operate exclusively for charitable and educational purposes and in a manner

that makes this organization tax exempt and the donations to it deductible from taxable income to the extent allowed by the Internal Revenue Code.

Section 2: The bylaws may be amended by a majority vote of all members of the board of directors.

## **ARTICLE XI**

### **Provision for Dissolution and Reference to Sections**

Upon dissolution of this corporation, the directors shall distribute all assets of the Council remaining after payment of debts and liabilities to such institution(s) or association(s) as the majority of the board of directors shall elect, which are exempt from taxation under 501(a), are organized and operated exclusively for educational or charitable purposes within the meaning of 501(c) (3) of the Internal Revenue Code and have purposes similar to those of the Council. The Community and Junior College Section of the Association of College and Research Libraries, a division of the American Library Association, meets these qualifications. All references to sections of the Internal Revenue Code are to those sections as they are now enacted or hereafter amended.

## **ARTICLE XII**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with this constitution and any special rules of order the Council may adopt.

## **BYLAWS**

### **Affiliation**

The National Council for Learning Resources (NCLR), hereafter referred to as “the Council,” shall be affiliated with the American Association of Community Colleges (AACC). The Council shall conduct its affairs in a manner that will work toward the mutual benefit of both organizations. Neither the Council or AACC will in any way be liable or responsible for financial obligations incurred by either organization.

### **Place of Business**

The official address and place of business for the Council shall be: 240 Limner LN, Winston Salem, NC 27106-9625.

### **Membership**

The membership categories shall be consistent with Article III of the constitution.

All individuals or organizations requesting membership in the Council may do so in writing to the Council’s office or by submitting a completed online NCLR membership application form.

Annual dues must be paid in full upon receipt of invoice.

### **Organizational Structure**

#### **A. Board of Directors**

1. The board of directors shall consist of the officers and other such members as deemed appropriate by the board of directors.
2. Normally, members of the board of directors shall only service in the position of one office at a time though the Board may approve otherwise by a majority vote.
3. The vice-chair shall serve a two-year term and assist the chair in carrying out all duties and responsibilities accorded the position by the constitution and bylaws.
4. The chair shall serve a two-year term and assume all duties and responsibilities accorded the position by the constitution and bylaws. The chair shall assume the office of immediate past-chair when a new chair is elected.
5. The immediate past-chair shall serve a two-year term and assist the chair in carrying out all duties and responsibilities accorded the position by the constitution and bylaws.
6. The chair of the Council may appoint other Council members to serve on the board of directors for a two-year term with approval from the other members of the board of directors.

#### **B. Officers**

1. The chair shall (a) preside at all meetings of the Council and its executive committee, (b) act as chief administrative officer of the council, (c) make the appointment(s) to the designated AACC Commission each year, (d) appoint all committees unless other provision has been made in these

bylaws, (e) serve ex-officio on all Council committees, (f) assist in evaluating and recommending concurrent sessions for the AACC annual convention, (g) complete the Council Annual Report, (h) attend AACC Council of Affiliated Councils meetings and/or Commissions meetings, (i) coordinate application efforts for continuation of the Council, (j) appoint a recorder for each meeting or discussion session, (k) assure that members receive the minutes of all meetings and discussion sessions, (l) develop an annual budget for the Council, (m) recommend to the board of directors a candidate for the vice-chair if there is a vacancy in that position between elections, and (n) receive and maintain the archives of the Council including minutes and necessary reports of the Council.

2. The vice-chair shall (a) preside in the absence of the chair, (b) plan program(s) for the AACC conference, (c) submit proposals to AACC for approval, and (d) serve on the Council executive committee.

3. The Immediate past-chair shall (a) preside in the absence of the chair and vice-chair, (b) assist the treasurer in election of new Council officers, (c) serve as a member of the Council executive committee, and (d) serve as chair of the membership committee.

4. The treasurer shall (a) maintain all Council funds in secure and accountable fashion, (b) receive membership and other funds, (c) disburse funds for legitimate expenses, including refunds to members for Council expenses, (d) maintain and publish Council accounting procedures, (e) maintain Council mailing list databases, (f) work with the membership chair (immediate past-chair) for annual membership drives, (g) hold elections for Council officers, (h) file appropriate IRS tax forms, and (i) serve on the Council executive committee. The treasurer serves as an appointed position by the board of directors. Every two years, the board will review the position and determine if person wants to continue in the position for another two years.

### **C. Elections**

1. The chair and the vice-chair shall be elected by a majority of members in accordance with the timeline outlined in the Council Constitution. The Council office can conduct elections and tabulate the election results electronically, for example, by e-mail or by using a secure online survey tool.

2. A nominating committee, which consists of the immediate past-chair and two board members, shall solicit nominations for the chair and vice-chair. The immediate past-chair shall chair the nominating committee.

3. The nominating committee shall solicit nominations from the voting membership to service on the Council board no less than three months prior to the April/May election.

### **D. Committees of the Board**

1. Standing committees will be established at the discretion of the executive committee.

2. Task forces will be appointed by the chair and/or the executive committee.
3. Members of standing committees shall be appointed for two-year terms with the option for reappointment for an additional term. An effort shall be made to stagger appointment start dates. Standing committees may be discontinued at the discretion of the executive committee. Task forces stand until completion of their duties and will be reviewed by the executive committee as appropriate.

#### **E. Vacancies**

1. In case of a vacancy in the office of the chair, the vice-chair will succeed and serve until the end of the term for which he/she was elected chair. The board of directors may appoint a vice-chair to fill the remainder of the term.
2. In case of a vacancy of the vice-chair, a second election may be held or an appointment may be made to the position at the discretion of the board of directors.
3. In case of a vacancy in the office of treasurer, the office will be filled by an appointment of the remaining members of the executive committee.

#### **F. Meetings of the Board**

The board of directors shall meet twice a year, once in the fall and once in the spring. Written notice of all board meetings shall be sent to the directors. Any real time communications among the board of directors, including video, voice and/or data, shall constitute a valid meeting for the transaction of business, subject to quorum as defined by the constitution.

#### **G. Fiscal Policy**

1. The board of directors shall adopt an annual budget for each fiscal year. The fiscal year of the Council will begin on July 1 and close on June 30 (effective in 2019)
2. The Council, on approval by the board of directors, may accept grants from foundations or other appropriate donors.
3. There shall be a biennial financial review of the general financial conditions and operations of the Council by a certified public accountant.
4. The treasurer or any other officer who handle any part of the funds of the Council shall be bonded.



## H. Expenses

1. Except for travel listed in (3) below, expenses over \$250 must be approved in advance by the board of directors.
2. The Chair of the council can approve expenses up to \$250.
3. Reasonable expenses for the chair's travel to AACC Council of Affiliated Councils and Commissions Meetings held in the fall and at the Spring Annual AACC Convention may be covered as funds permit and must be approved by the executive committee.

## I. Amendments

1. Bylaws may be amended by a mail/e-mail vote approved by two-thirds of the members voting.
2. These bylaws shall be effective immediately upon adoption.

August, 2017



David A. Wright, Chair, NCLR



Jose Aguinaga, Vice-Chair, NCLR