

MEMORANDUM

TO: Kathleen Richman
FROM: Bruce S. Johnson
RE: LLMC By-Laws Revision - Summary
DATE: June 30, 2009

In 2005, Carol Roehrenbeck and Bruce Johnson, as a sub-committee of the Board of Directors, began redrafting the LLMC by-laws. The existing by-laws had gone without significant change for many years, and the charge to the sub-committee was to update the text, remove obsolete provisions, and streamline the organization. In preparing the revision, Professors Johnson and Roehrenbeck reviewed a number of by-laws and model by-laws for non-profit organizations. With input from successive Boards of Directors, Jerry Dupont and Kathleen Richman, the proposed revision of the by-laws reached its final form in December, 2008.

The purpose of this report is to summarize the changes in substance and organization made by the proposed by-laws. This summary follows the organization of the proposed revision; the references in the text (e.g. "Article I, §1") are to the existing by-laws unless otherwise noted.

1. ARTICLE I. OFFICES

This language is new and there is no comparable section in the existing by-laws.

2. ARTICLE II. MEMBERS

Section 1. Members

This is a revision of Article I, #1. The language regarding the special status of the University of Hawaii and Wayne Law Fiche was removed. The Board of Directors was given the authority to suggest membership for non-501(c)(3) libraries. In addition, the section defines "member in good standing."

Section 2. Meetings

The current by-laws say very little about the annual meeting, except that it shall be the "only" regular meeting (Art. I, '3). The new language expands on the purpose and possible locations of the annual meeting.

Section 3. Notice of Meetings

The changes here from Article I, #5 are largely cosmetic. The notification period has been lengthened from 50 to 60 days and telefacsimile has been substituted for telegraph as an authorized means of delivery.

Section 4. Special Meetings

This revision of Article I, #4, allows the Executive Director, the Chair of the Board of Directors, or two-thirds of the Directors to call a special meeting. The requirements for the membership to call a special meeting remain unchanged.

Section 5. Quorum

This simplifies Article I, #6 by changing the quorum for membership meetings to 10% of members in good standing. The “no proxy” rule was retained.

Section 6. Right to Vote

The proposed language modifies Article I, #7 by deleting the word “active” before “members in good standing”, and, also, the ban on attendance by inactive members. Since good standing will be defined by current payment of the subscription price of LLMC, and not by activity, this change seemed sensible.

Section 7. Voting

The revision changes the language of Article I, #8 by requiring that measures pass by “majority” vote of the members present rather than a “unanimous” vote.

4. ARTICLE III. BOARD OF DIRECTORS

Section 1. Number and Powers

This section combines sections 1 and 3 of Article II, and simplifies the language. The number of Directors is set at eight with the Executive Director serving ex officio. The board is given wide powers, including the power to delegate except in certain instances involving the Executive Director. Jerry Dupont and Stuart Ho will be given honorary directorships, if they wish.

Section 2. Term of Service, Nominations, Institutional Representation

The language in Section 2 is new and largely replaces that found in Article II, #2. If these revised by-laws are adopted, there will no longer be different classes of membership in LLMC; consequently, the lengthy language in Article II, #2 regarding the appointments to the board from one class in particular is obsolete and has been removed.

Section 3. Organization

This language is new.

Section 4. Regular and Special Meetings, Notice

This is an update of the language in Article II, #4. The revision will allow the board to meet by telephone, or other electronic communication, as necessary.

Section 5. Quorum

This revises the quorum rule in Article II, #5 which has become obsolete.

Section 6. Voting

This updates the language in Article II, #6.

5. ARTICLE IV. COMMITTEES

Section 1. Executive Committee

Apart from updating the composition of the Executive Committee, this section is largely unchanged from Article III, #1.

Section 2. Quorum and Action by Executive Committee

In this revision, the Executive Committee will be able to act if 3 members are present and their actions are subsequently approved by a majority of the entire committee. In addition, the committee will be able to conduct business by telephone or other electronic communication.

Section 3. Other Committees

The language of this section leaves Article III, #3 intact.

6. ARTICLE V. OFFICERS AND STAFF

Section 1. Designation

The revision reduces the number of standing officers from three (President, Treasurer and Secretary) to two (Executive Director and Secretary). Other than changing titles as necessary, the balance of the section leaves Article IV, #1 intact.

Section 2. Chairperson of the Board

The revision merely updates the language of Article IV, #2.

Section 3. Executive Director

The revision is largely an updating and simplification of Article IV, #3.

Since there is no longer a treasurer of LLMC, that section of the by-laws (Article IV, #4) has been deleted. The functions of treasurer are handled by LLMC staff under the supervision of the Executive Director.

Section 4. Secretary

The language of the revision is unchanged from Article IV, #5.

Section 5. Terms and Removal

Other than specifying that the officers shall be elected at the annual meeting of LLMC members, this revision makes only editorial changes in Article IV, #6

Section 6. Resignation of Officers

This section is unchanged from Article IV, #7.

Section 7. Vacancies

This section is new; the current by-laws have no provision for vacancies in these positions.

Section 8. Other Personnel

This section is new; there is no corresponding section in the current by-laws.

Section 9. Compensation

The revision changes somewhat the language of Article IV, #8. It leaves power to set compensation for salaried employees with the Board of Directors, which is also responsible for setting pay guidelines for hourly employees. We have eliminated the language on Directors' compensation as unnecessary; compensation for Directors is barred by Article III, #2(D) of the revision.

7. ARTICLE VI. FISCAL YEAR

This leaves Article V unchanged.

8. ARTICLE VII. AMENDMENTS

The revision amend Article VI by reducing from unanimous to two thirds, the votes needed to amend, repeal or adopt by-laws.

9. GENERAL PROVISIONS

Section 1. Checks, etc.

This leaves Article VII, #1 unchanged.

Section 2. Seal

This leaves Article VII, #2 unchanged

Section 3. Financial Report

The only change from Article VII, #3 is to delete the requirement that copies of financial statements be sent to “each Member” as well as to each director.