

# Recommended Practices for SLA Chemistry Division

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## **FOREWORD**

### **Association Statement**

The Special Libraries Association (SLA) is an international organization of approximately 12,000 innovative information professionals and their strategic partners.

### **I. INTRODUCTION**

Participation in Division activities is a most gratifying aspect of membership in SLA. These Recommended Practices are intended to serve as a reference for Division Officers and other Division leaders in the development of Practices for their particular unit. Each Division is encouraged to customize its own Practices based on the model presented here. They contain valuable, "must-know" information on Division responsibilities, Association structure, policies and procedures. The Practices delineate the responsibilities of key Division leaders and should aid in the understanding of the relationships among Division leaders, Association officers, and units.

Each Division should maintain approved Practices that define in detail the responsibilities and duties of the individual Division officers, appointed positions and committee chairs, as appropriate for the Division.

Suggested additional content of a Division Practices Manual:

- A. History and background of Division, including a list of past Division leaders
- B. The addition or deletion of descriptions of committees chair and appointed positions, and their respective duties, as currently in practice
- C. Detailed descriptions of existing Division programs (such as specific Awards, traditions, and special programs & meetings, etc.)
- D. Approved Division Policies (such as an Officer Travel Policy).
- E. Calendar of deadlines (such as leadership reports, elections, meeting notifications).
- F. Copy of Division Governing Document.

A former Division Chair is often chosen to undertake the preparation and/or updating of the Division Practices Manual. Each Division leader should have a copy of the Division Practices Manual available. It is important that outgoing Division leaders pass their copies of the manual to the incoming leaders as soon as election results are known.

Detailed handbooks containing additional information and suggestions for fulfilling the responsibilities of key Division leaders are also available. References to the handbooks are made throughout the Recommended Practices where additional information may be desired. Please note, handbooks have not been written for all Division leaders.

Handbooks can be found at:

<http://www.sla.org/content/resources/leadcenter/leadtrain/chpdivgd/handbook.cfm>

A copy of the Division's most current Practices Manual must be sent to the Leadership Department at the Association office. Suggestions for additions and revisions to these Recommended Practices should be forwarded to the Association Leadership department at [leadership@sla.org](mailto:leadership@sla.org).

## **A. DEFINITION OF DIVISIONS**

### **1. Relationship to Association**

The creation of Divisions and their activities are carried on within the framework of the Association's Recommended Practices and policies as determined by the Association's Board of Directors. The Association receives direct impetus in many of its professional activities from the work and support of the Divisions. In turn, Divisions receive the benefits of an international body that fosters inter-Division cooperation and collectively promotes the advancement of special librarianship and information services.

Divisions exist to serve their members' special interests and the interests of the Association by planning meetings and programs, issuing publications (such as bulletins and/or newsletters), maintaining online discussion lists and web sites, and engaging in special projects (such as organizing professional institutes or seminars and cooperating with other library and professional groups in their respective subject area).

All Division officers and leaders must be members of the Association and members of the Division.

### **2. Relationship to Division Cabinet**

The Division Cabinet consists of all SLA Division Chairs and Chairs-Elect. If the Chair or Chair-Elect is unable to attend a meeting of the Division Cabinet, the Division Chair may assign a delegate to attend the meeting. The Division Cabinet represents Division interests on all matters considered by the Board of Directors or acted upon by the Association staff and committees, and the Division Cabinet keeps the Divisions informed of all decisions and policies affecting them. The Division Cabinet is headed by the Cabinet Chair and Chair-Elect, elected by the SLA membership to the Board of Directors.

The Division Cabinet shall hold at least one regular meeting. If there is only one meeting, it shall be held during the Association's annual conference. Special meetings may be held upon call of the Chair or upon written request of 8 members of the Cabinet. Joint sessions with the Chapter Cabinet may be requested by the Division Cabinet Chair or the Association President. Meetings of the Division Cabinet shall be open to all Association members.

**\*\*\*\*\*DO NOT EDIT INFORMATION ABOVE THIS LINE\*\*\*\*\***

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### **3. NAME AND OBJECTIVES**

The name of this organization shall be Chemistry Division, Special Libraries Association.

The objectives of the Division shall be those of the Special Libraries Association: to provide an association of individuals and organizations having a professional, scientific or technical interest in library and information science, especially as these are applied in the recording, retrieval and dissemination of knowledge and information in areas such as the physical, biological, technical and social sciences and the humanities; and to promote and improve the communication, dissemination and use of such information and knowledge for the benefit of libraries or other educational organizations.

The Division is concerned with the economics, educational advances, and information handling developments in the field of chemistry and related subjects.

### **4. MEMBERSHIP**

The membership of the Division shall be all those members of Association who elect to affiliate with the Division.

Members, Associate Members and Retired Members of the Association who are members of the Division shall have the right to vote and to hold any elective or appointive office in the Division.

Student Members of the Association who are members of the Division shall have the right to vote and to hold any appointive, but not elective, office in the Division.

The rights and benefits of Sustaining Members and Honorary Members shall be determined by the Association Board of Directors.

Each member shall receive the official Division bulletin without further payment.

### **5. EXECUTIVE BOARD**

There shall be an Executive Board, that shall have the power and authority to manage the Division's property and to regulate and govern its affairs. The Board shall:

- determine Division policies within the limits of the Recommended Practices of the Association and of the Division;
- take such actions as it considers necessary to carry out the objectives of the division;
- and perform such other functions as the membership may direct.

The Executive Board shall consist of five members elected by the membership: the chair, the chair-elect, the secretary, the treasurer and the past-chair. All members of the Board shall be Members, Associate Members or Retired Members of the Special Libraries Association and the Division.

The Executive Board shall hold at least one meeting annually and may hold additional meetings upon call of the chair or upon written request of any two members of the Board. Three members of the Board shall constitute a quorum.

A vacancy in the membership of the Executive Board, except in the office of chair, shall be filled by majority vote of the remaining members of the Board, this Board-elected member to serve until the next annual election.

The term of office of chair, chair-elect and past-chair shall be one year. The term of office of treasurer and secretary shall be two years. All members of the Executive Board shall serve until their successors are elected and assume their duties. The term of office shall commence on January 1 following the election of candidates at the Annual Business Meeting of the Association.

*Financial Support for Officers:*

- 1) The DCHE Chair, Chair-elect, and Next Year's DCHE Program Planner shall be reimbursed up to \$500 for the Leadership Summit and up to \$1,000 for the Annual Conference.
- 2) The DCHE Past-chair, Secretary, and Treasurer, and the MRM Section Chair shall be reimbursed up to \$500 for the Leadership Summit and up to the cost of Early Bird Registration for the Annual Conference. The MRM Section Chair may appoint an alternate MRM member, officer, or planner to attend the Leadership Summit in his/her place.
- 3) The Current Year DCHE Program Planner shall be reimbursed up to \$500 for the Annual Conference.
- 4) All reimbursements are for customary, reasonable, and documented travel expenses that are not otherwise reimbursed from another source of funding.

## **6. MEETINGS**

The Division annual business meeting shall be held during the Association Annual Conference, or, if there is no Conference upon call of the chair. At least one business meeting shall be held during the term of office of each elected Executive Board.

Special meetings may be held upon call of the Executive Board or on petition of 20 members of the Division. Notice of a special meeting shall specify the business to be transacted, and no business other than that stated in the notice shall be considered.

Notice of meetings in writing or printed in the Division official bulletin shall be sent to each member at least 60 days before the meeting.

A quorum for the transaction of business shall be 20 members of the Division.

Whenever in the judgment of the Executive Board a question arises that should be put to a vote of the entire voting membership and cannot await the annual business meetings, the Board may submit the question for vote by mail. The closing date for the return of mail votes shall be established by the Board. The question presented shall be resolved by a two thirds vote of the returned mail ballots sent to the entire voting membership.

When not in conflict with these Recommended Practices, Robert's Rules of Order Newly Revised (latest edition) shall govern all deliberations.

## **7. COMMITTEES**

Standing and special committees shall be established by the Executive Board for the purpose of delegating such powers and functions as the Board finds desirable for the conduct of its business and for carrying out the objectives of the Division. These committees shall be responsible to the Board.

The Division chair shall appoint the members and designate the chair of all committees except the Nominating Committee. Appointment to standing committees shall be for two years unless determined otherwise by the Executive Board. No member may serve continuously on any one committee in excess of six years.

Committee Chairs may participate in meetings of the Executive Board but shall not have the right to vote.

Each committee shall submit to the Executive Board, a written annual report of its activities, together with any recommendations considered necessary or advisable. Additional reports may be submitted by a committee or be requested by the Board or the chair.

Funds for committee expenses shall be authorized by the Executive Board.

## **8. PUBLICATIONS**

Control of all publications of the Division for its members shall be vested in the Executive Board.

The Division shall not be responsible for statements or opinions advanced in its publications or at meetings of the Division, or for statements by any of its members except those authorized by the Division Executive Board or those reflecting duly established policies of the Division or of the Association.

## **II. DIVISION PRACTICES FOR OFFICERS**

### **A. Division Chair**

The Division Chair's duties are as follows:

## 1. **Communications**

Division Chairs may be asked to speak or act officially on matters that are within their areas of official responsibility and on which they are fully informed. When the Association's official position is known, particularly when it has appeared in writing, it should be quoted to ensure consistency of response. Advice from Association leadership should be sought when the official position is not known. Without exception, new or controversial matters should be referred to the Association President and Executive Director. This is particularly important when drafting a statement that will reflect the Association's position.

Face-to-face interaction at the Leadership Summit and Annual Conference is the best means of establishing a productive rapport among Cabinet members. Between meetings, the telephone, fax, electronic mail, discussion lists and the post office assist the functioning of the informal communications network.

To assure that the Division Chair-Elect is fully informed on all business of the Division and the Division Cabinet, it is important for the Division Chair to share copies of all Division and Association-related correspondence with the Chair-Elect, even if the subject matter seems inconsequential. This keeps the Chair-Elect both informed and prepared to substitute for the Chair, in case of an emergency.

## 2. **Appointment Duties**

The appointment duties of the Division Chair are:

- a. To appoint chairs for all committees and other positions as specified in the Division's Practices Manual. Appointments should be made before the Chair-Elect assumes the office of Chair. Appointments should be made for a specific term of office, and written acceptance should be obtained from each appointee. Division Committees and appointed positions are identified in Section III of the Practices Manual.
- b. To appoint an auditor by the end of December to audit the financial statement prepared by the Division treasurer. The auditor may be neither an elected or incoming Division officer nor a current or incoming member of the SLA Board of Directors.

## 3. **Meeting Attendance**

The Division Chair should attend all Division meetings.

The following are the specific meeting responsibilities of the Division Chair:

- a. To attend all Division meetings.

- b. To preside at Division board meetings. These meetings can be very useful for problem solving and can include the entire Advisory Board.
- c. To preside at the Division's annual business meeting.
- d. To attend Division Cabinet meetings and any joint meetings of the Division and Chapter Cabinets at the Association's Annual Conference and Leadership Summit. If either the Chair or Chair-Elect is unable to attend a meeting, the Division Chair should appoint another Division member, preferably an officer, to represent the Division.

All Division Chairs and Chairs-Elect constitute the Association's Division Cabinet. Attendance at the meetings of the Cabinets is one of the most important responsibilities of Division officers. The Division Cabinet can be truly effective only if all representatives participate.

The Association Office issues a "Call to Meeting" approximately two months before each Board of Directors and Cabinet meeting. This document includes detailed instructions on the preparation of documents for information or action at the Board and Cabinet meetings. The deadline for receipt of documents for placement on the Cabinet's agenda is usually about one month before the meeting.

If the Division Chair has last-minute business to bring to a Division Cabinet meeting, the nature of the business should be brought to the attention of the Division Cabinet Chair a minimum of 24 hours before the start of the meeting. *All motions, petitions, resolutions, etc., should be written (typed, if possible) in advance.*

- e. To attend the Association's Leadership meetings and any orientation and meetings for Division officers moderated by the Division Cabinet Chair and Chair-Elect. Orientation documents to aid Division officers can be found on the Association's web pages Leadership Training Center <http://www.sla.org/content/resources/leadcenter/leadtrain/index.cfm> and the Leadership Training Manual at <http://www.sla.org/content/resources/leadcenter/leadresour/traimanual/index.cfm>

This information serves to expand the communications network and provides an opportunity for Division Chairs to get to know the Association's inner workings and concerns. It is also of real value for information on funding meetings, finances, bulletins, etc.

- f. To attend the open sessions of the Board of Directors at the Leadership Summit and Annual Conference as an observer.

#### **4. Reporting Duties**

The Division Chair must submit several specific reports that are due at predetermined times during the Association's business year. These reports must be submitted on or before the stated deadlines. Regardless of which Division officer or committee chair has the responsibility for preparation and distribution of a report, the Division Chair is responsible for seeing that all deadlines are met. Refer to Section H. for the Association Action Deadline Chart. See also, Association [Policy for Reporting Requirements for SLA Units](#). Timely submission of the division annual report is required in order to receive the dues allotment the following year.

## 5. General Duties

There are several general duties that are crucial to the successful operation of the Division and to the smooth transitions of authority. Among the general duties of the Division Chair are the following:

- a. The chair shall be the chief executive officer of the Division and, subject to the Executive Board, shall:
- b. Serves as Chair of the Executive Board and Advisory Board.
- c. Have general supervision and control over Division affairs.
- d. Be responsible for supervision of Division program planning for the Association Annual Conference during the year the office is held.
- e. May appoint a Program Planner who is a Member, Associate Member, or Retired Member of the Association, to develop the Division program for the Annual Conference.
- f. Reads the Division's Governing Document and Practices Manual thoroughly to determine the responsibilities of each Division officer.
- g. On assuming office, acquires from the Past Chair all of the Division's current records. Those records not needed should be forwarded to the Division archivist. (If current records are not received within 20-25 days, contact the departing Chair to request their transfer.)
- h. Reads all the information sent by the Association office and the Division Cabinet Chair via the Leadership Discussion List and Division Cabinet Community of Practice (both Chair and Chair-Elect should maintain current email listings in their SLA member records).
- i. Prepares the Division's budget in consultation with the Treasurer and other Division leaders.
- j. Signs all checks drawn upon Division funds as a co-signatory with the Treasurer, unless determined otherwise by the Board.

- k. Signs all contracts and legal documents jointly with the Secretary.
- l. Makes decisions on Division policy; referring questions to the appropriate Division officer or the entire Executive and/or Advisory Boards.
- m. Serves as ex-officio member of all committees except the Nominating Committee.
- n. Recommends to the Board any measures that will further the objectives and improve the effectiveness of the Division.
- o. Works with the Bulletin Editor and webmaster to bring all pertinent information before the Division membership.
- p. Informs the Leadership Department at the Association Office at once if the Division appoints a representative to another professional society.
- q. Informs the Leadership Department at the Association Office of appointment/changes throughout the year of elected and appointed offices.
- r. Sends copies of all reports, publicity, etc., to the Division archivist (or other designated Division member) and copies of current correspondence to the Division Chair-Elect.
- s. At the conclusion of term as Division Chair, reviews with the Chair-Elect the responsibilities of the position and any ongoing projects.
- t. At the conclusion of term as Division Chair, forwards all current records to the incoming Chair within 20 days of stepping down from office. At the discretion of the Division, retiring Chairs often have continuing responsibilities as past Chairs.

## **B. Division Chair-Elect**

The Division Chair-Elect's duties are as follows:

### **1. Orientation and Communications**

It is very important for the Division Chair-Elect to read the Division's Governing Document and Practices Manual to become familiar with the duties of all Division officers.

Among other responsibilities, the Division Chair-Elect will substitute for the Chair in his/her absence. In the event of disability or withdrawal of the Chair, the title and all duties and obligations shall be assumed by the Chair-Elect.

The Division Chair-Elect should take every opportunity to become acquainted with other members of the Division Cabinet, especially the Chairs-Elect of other

Divisions. Division Chairs-Elect who are diligent in becoming acquainted with other Cabinet members will find that they are soon well established in the informal communications network that exists among Division officers.

## 2. **General Duties**

The following duties are essential for the efficient operation of the Division and for the smooth transition of office:

- a. Serves as a member of the Executive Board.
- b. Assists the Chair in the performance of the duties of the Chair
- c. Substitutes for the Division Chair. The Chair-Elect may act in the Chair's absence and perform other duties as specified in the Division's Governing Document and/or Practices Manual.
- d. Attends meetings. The Division Chair-Elect is required to attend the same meetings as the Division Chair. These are detailed under the Division Chair's responsibilities, Section II.B.3. of these Practices.
- e. Learns during the year as Chair-Elect, as much as possible about the operation of the Division so that when he/she assumes chairmanship the following year, a smooth transition will occur.
- f. In many Divisions the Chair-Elect has responsibility for annual conference program planning. See section III. L.
- g. Recruits Advisory Board members to serve during his/her term as chair.
- h. Provides the Association Office with the names of all Division and committee officers appointed to serve the Division. Forms for submitting this information are supplied by the Association office. The completed forms should be forwarded to the Association office prior to the Annual Conference, if possible. Failure to report the names of officers and committee appointees before June 30 may result in the omission of these names from the Division's listing on the Association web pages, and the timely addition of individual's e-mail addresses to the appropriate discussion list.
- i. Transfers records to the new Division Chair-Elect. On assuming the office of Chair, all pertinent records should be given to the incoming Division Chair-Elect within 20 days of the Annual Conference. As the new Division Chair, make sure all Division officers have received their files.
- j. At the request of the Chair, performs any other duties as required for operation of the Division.

### **C. Division Secretary**

The Division Secretary's duties are as follows:

1. To record and distribute minutes of the Division's business meetings, including the annual business meeting. Minutes are a record of the proceedings of a meeting. They should contain a record of actions taken at the meeting. Minutes are to be kept not only for the annual business meeting, but also for all Executive Board and Advisory Board meetings of the Division. The first paragraph of the minutes should include the following information:
  - a. Kind of meeting: annual business meeting or executive board or Board meeting;
  - b. The name of the Division;
  - c. The date, time and place of the meeting;
  - d. The name of the convening officer and secretary or their substitutes, and if an executive board meeting, the names of those present;
  - e. Whether the minutes of the previous meeting were read and approved or corrected.

The body of the minutes should contain a separate paragraph for each subject discussed and should include the wording of each motion; the name of the seconder does not need to be entered. The minutes should state if the motion was approved, failed, failed for lack of a second, amended, postponed, or referred. If there is a count taken of a vote on a motion, the count must be recorded.

Depending on the nature of a committee report, it can be summarized by the secretary or included intact in the minutes. The name and the subject of a guest speaker can be given, but no effort should be made to summarize the speaker's remarks.

The final paragraph includes the time of adjournment and the signature of the secretary.

Send a copy of the minutes to the Leadership Department at the Association Office.

2. To conduct official correspondence and maintain a file of current records as requested by the Division Chair. At the end of the Association year, archival material should be transferred to the Division archivist. It is preferable to have two-year overlapping terms for secretary and treasurer to assure continuity of records.
3. To serve as a member of the Division Executive Board.
4. Signs all contracts and other legal documents jointly with the Chair.
5. Performs such other duties as the Chair may assign.

## **D. Treasurer**

The Division Treasurer's duties are as follows:

1. To serve as a member of the Executive Board.
2. To maintain all financial records of the Division in accordance with Association Practices and submit required reports to the Association office on time.
3. Collect, deposit, and expend funds for the Division as requested and authorized by the Chair. In addition, to arrange for the Chair to have signing authority.
4. To prepare, sign, and submit an audited annual financial statement for each fiscal year ending December 31. [Forms can be accessed on the Association web site.](#) The completed form must be submitted to the Director, Finance at the Association office by January 31. Each Division's annual financial statement must be certified as to its accuracy by an auditor appointed by the Division Chair.
5. To report the fiscal condition of the Division to the Executive Board at each Board meeting, with formal written reports to be submitted to the Board at least twice during the year.
6. To prepare the budget with the Chair for approval at the first Board meeting of each new fiscal year.
7. To monitor Division fund-raising activities to ensure that they are in compliance with Association Practices.

For additional information about the duties of the Division Treasurer, consult the SLA web page for [Unit Treasurer's Information](#). See also, the [Tax and Legal Handbook](#)

## **E. Past Chair**

The Division Past Chair's duties are as follows:

1. May serve as a member of the Executive Board.
2. To advise the Chair based on previous year's experience.
3. To coordinate the updating of the Division Practices Manual.
4. To undertake special projects at the request of the Chair.
5. To undertake the responsibilities of revising the Governing Documents, if needed.
6. If the position of Archivist is not filled, the immediate past Chair serves as the Archivist for the Division.
7. Serve on the Nominating Committee
8. Carry out such duties as the Chair and/or Board may assign.

## **G. Executive Board**

The Executive Board is comprised of the elected officers of the Division (Chair, Chair-Elect, Secretary and Treasurer, and in some Divisions, Director(s) and Past Chair). As only elected officers may vote on matters of the Division (see this issue treated further below in Voting), many Divisions may want to make posts which may have been

historically Advisory positions, equal to Director positions, with candidates found through the Nominating process by the Nominating Committee. (Recommended positions might be Director -Vendor Relations, Director – Membership, etc.) The Executive Board shall hold a minimum of one meeting annually. Additional meetings may be held by call of the Chair, or by established practice or upon request of another board member. A majority of board members in office shall constitute a quorum for the transaction of business at any meeting of the Board. Many Divisions hold meetings of their entire Board (Executive and Advisory Board/Council) and do not hold separate Executive Board meetings unless otherwise deemed necessary, such as in the case of the resignation of an officer.

### **Voting**

As a practice, Boards are encouraged to have conference calls and meetings that include the full Board, in which topics are discussed and consensus reached. Federal law and liability concerns require that voting be restricted to members of the Executive Board. Advisory Board/Council members (hereinto referred to as Advisory Board) should certainly provide input and recommendations, and there should be opportunities to hear from all sides, but Advisory board members, cannot have voting rights that could, in effect override, the vote of elected board members.

### **Electronic Voting**

As SLA divisions are not separately incorporated but rather are merely subdivisions of a single legal entity -- SLA, a New York not-for-profit corporation -- their Boards and memberships are not governed by the requirements and restrictions contained in the New York Not-for-Profit Corporation Law relating to voting and other governance matters. Only SLA's Board of Directors, certain committees of the SLA Board, and SLA's membership (when voting as an entire membership) are governed by these requirements and restrictions. Consequently, SLA's chapters and divisions are free to institute whatever governance procedures they choose, including all forms of electronic voting.

### **Leadership Code of Responsibility**

The role of leaders in SLA is to advance opportunities for members to share in and accomplish the Vision and Mission of the Association. To ensure that outcome, leaders shall respect and adhere to the code that identifies SLA Leadership's responsibility and accountability to the Association and its members. Leadership is defined as the leaders and members of the Board of Directors, Association Committees and Task Forces, as well as the voting members of Division Executive and Advisory Boards, and Caucus Conveners. [The Leadership Code of Responsibility](#) document shall be read and signed by the Division leaders at the beginning of their term.

### **The duties of the Executive Board are as follows:**

1. To approve amendments to the Division's Governing Documents before presentation to the Advisory Board and Division membership.
2. To approve Nominating Committee appointments recommended by the Chair.
3. To approve contract and agreements entered into by the Division.
4. Appoints a successor in case of the resignation of any officer except the Chair. The Chair-Elect automatically succeeds as Chair if the Chair resigns. A new Chair-Elect is then appointed.
5. To be responsible for all additional duties assigned to the Advisory Board.

### **H. Association Action Deadlines**

The chart below indicates action deadlines and responsibilities. These dates are firm with the exception of those about the Annual Conference, which may fluctuate depending upon the year. Deadline dates for conference activities, will be distributed during the year by the Association office. Unless otherwise stated, all documents should be submitted to the Association office.

<b><u>Date</u></b>	<b><u>Activities</u></b>	<b><u>Responsibility</u></b>
ASAP	Division Board and Annual Business meeting minutes, approved by the board.	Division secretary
July 31	Request for funds in addition to regular allotment	Division Chair
August 1 (Approx.)	Preliminary meeting schedule for upcoming annual Conference and Conference Committee/CE Courses.	Division Chair/Program Planning Chair
Sept. 15 (Approx.)	Request for action, if any, by SLA Board of Directors for October meeting.	Division Chair
Nov. 1	Preliminary Annual Conference Program with speaker's name, subject of sessions, and description	Division Chair/Program Planning Chair
Dec. 1	Request for action, if any, by SLA Board of Directors for Leadership Summit.  Agenda items for Cabinet Meeting at Leadership Summit. Send to Division Cabinet Chair, with copy to the Association's Leadership Department.	Division Chair
Jan. 1 (Approx.)	Nominations (if any) for SLA Awards. Send to the Chair of the SLA Awards Committee.	Division Chair
Jan.	Division Cabinet and Board Meeting (Leadership Summit)	Division Chair /Elect/Incoming Program Chair
Jan. 31	First Planning meeting for Chair-Elect/incoming Program Chair for Conference Planning. One copy of audited financial statements.	Division treasurer
March	Final copy for Annual Conference Program	Division

(Approx.)		Chair/Program Planning Chair
April	Notice of Division election, business meeting, etc.	Division Chair
May 1	One copy of <a href="#">Division Annual Report</a> .	Division Chair
May 1 (approx.)	Requests for action, if any, by SLA Board of Directors to Annual Conference Board meeting.	Division Chair
June	Division Cabinet Meeting and Board Meeting (Annual Conference)	Division Chair /Elect/Incoming Program Chair
	Annual Conference Planning meeting for Chairs- elect/incoming Program chairs and final meeting for chairs.	
June 30	Roster of names for all Division officers and committee chairs.	Division Chair-
June 30	One copy of the <a href="#">mid-year financial statement</a> .	Division treasurer
August 15	Elected Division officers return signed copy of Leadership of Code of Responsibility	Elected Division officers

### **III. DIVISION PRACTICES FOR ADVISORY BOARD AND DIVISION COMMITTEES**

The Division Advisory Board consists of all appointed Division leaders and Committee Chairs and has the following duties:

1. Reviews and recommends to the Executive Board approval of the Division budget prepared by Chair and Treasurer.
2. Reviews and recommends to the Executive Board approval of preliminary program plans and special projects and the authorization of funds to implement them.
3. Hears reports of appointed positions and committee chairs and takes appropriate action on recommendations.
4. Prepares report of activities for each Board meeting held.

The Chairs of Division Committees are appointed by the Division Chair, generally for a period of one year. The Division Chair may appoint Division members to additional positions as outlined in the Division's Practices. Committee members may be appointed by the Division Chair or the Committee Chair as specified in the Division's Practices. The Division Governing Document prohibits any member from serving on a committee for more than six consecutive years. The Advisory Board assists the Executive Board in directing the activities of the Division, and members are expected to attend all Board meetings. Most Divisions, in practice, seek a consensus opinion from the Advisory Board in all matters. If consensus is not achieved, the Advisory Board should make opinions known to the Executive Board who will then vote.

The appointed positions and committee chairs listed below are a sample and do not constitute required appointed positions or committee chairs. The duties of these positions may be combined or assumed by one of the elected officers.

#### **A. Archivist**

Each Division shall maintain archives. A Division may elect either to maintain its own archives or to contribute material to the Association archives. Since Divisions are part of the Special Libraries Association, all archives are, ultimately, the property of the Association. Divisions should treat their archival material with the highest level of professional competence.

The archives should be located in a place easily accessible to Division officers or members, not in a private home or office. A retention agreement must be signed by a responsible representative of that institution and approved by the Association.

#### **Duties:**

1. Serves as a member of the Advisory Board.
2. Maintains non-current documents, correspondence and publications of the Division.
3. Solicits archival materials from Division officers, committee chairs and appointed positions.
4. Sorts, files and weeds collections, retaining only materials of genuine historical importance.
5. Prepares a report for each Board meeting.
6. Retrieves information and/or makes files accessible to Division Board.
7. Familiarizes himself/herself with the Practices for Division Archives to understand more specific requirements for the housing of archives, archivist, retention schedules, transfer of materials to archivist, organization of archives, filing of archives. Any questions should be directed to the Director, Information Center, at the Association office.

For more information consult the [SLA web page for Archivists](#).

#### **B. ACS Liaison**

The ACS Liaison serves on the Advisory Board and is responsible for sharing information and facilitating communication between the SLA Chemistry Division and the American Chemical Society.

#### **C. ASIST Liaison**

The ASIST Liaison serves on the Advisory Board and is responsible for sharing information and facilitating communication between the SLA Chemistry Division and the American Society for Information Science and Technology.

#### **D. Bulletin/Newsletter Editor**

The Bulletin Editor is responsible for the content, production, publishing, and distribution of the Division bulletin or newsletter at regular, established intervals. The Bulletin Editor is a time-consuming job that requires writing and layout skills, ability to work effectively

under pressure of deadlines and a knack for gathering news, deciding what will be of interest to readers, and getting reporters to supply copy in a timely matter.

The Bulletin Editor is responsible to the Division Chair, as well as the editorial committee (if such exists). The Bulletin Editor should understand the activities of the Division and SLA and be acquainted with the interests of the members. If the Division has a defined editorial policy, it must be adhered to in all respects. The editor's annual report must be submitted to the Chair (copies must also be sent to the secretary, treasurer, and archivist).

**Duties:**

1. Serves as a member of the Advisory Board.
2. Publicizes news copy deadlines and solicits important and interesting news from reporters, members, officers, committee chairs and appointed positions.
3. Collects and edits materials to appear in the bulletin. Discusses copy with Chair before final publication.
4. Oversees layout, typing, proofreading, reproductions and distribution of each issue.
5. Requests mailing labels from SLA headquarters, if performing a print mailing; e-mail addresses if doing an announcement/broadcast e-mail.
6. Submits printing and postage bills to the Treasurer for payment.
7. Prepares a report for activities for each Board meeting.

For more information, consult the [Bulletin Editors' Handbook](#) and the [SLA web page for Bulletin Editors](#).

### **E. Membership Committee**

The Membership Committee is responsible for encouraging the growth of membership in Special Libraries Association. The Membership Chair is responsible for appointing two additional committee members subject to the approval of the Chair. Members of the committee should assist in carrying out the responsibilities of the Chair.

**Duties:**

1. Committee Chair serves as a member of the Advisory Board.
2. Maintains up-to-date membership records as received from the Association office and alerts the Association office of irregularities with membership lists.
3. Writes welcome communications to new members, inviting them to an upcoming Division or Association activities, and lists their names in the Division bulletin.
4. Supplies items for the bulletin encouraging recruitment of new members. These items should review the requirements for membership and inform members that applications may be obtained from and returned to the Association office for processing.
5. Acts as host to new members attending their first Annual Conference or arranges for Division officers to fulfill this duty.

6. Annually reminds members to renew membership by highlighting the value of membership.
7. Follows-up with delinquent members by encouraging reinstatement. Personal telephone calls or e-mails from other members or officers are particularly effective.
8. Plans recruitment activities or campaigns to attract new members to the Association, including distribution of brochures and registration forms to non-member attendees at Division meetings and to other potential members.
9. Plans and carries out membership drives in cooperation with the programs of the Association.
10. Prepares a report of activities for each Board meeting.
11. Advises other officers, bulletin editor (and mailing service if an external service is used), the directory editor and others who need the information to accomplish assigned responsibilities that current information may be obtained from the Association's Leadership Department. Labels/E-mails may be requested using the [Label/Roster Request Form](#).
12. Compiles or updates the Division directory, as directed by the Division's board.
13. Responsible for appointing two additional Division members to form the Sparks Awards Committee, subject to the approval of the Division Chair.
14. States guidelines and call for nominations for Division awards clearly to all Division members via Division communications methods.
15. Selects recipient(s) of award(s), purchases the awards, presents the awards, and publicizes the award winners.
16. Nominates or coordinates the nomination, of qualified candidates for other Division and [SLA Association-level awards](#).
17. Maintains files of past candidates for awards to assist with documentation in the future.
18. Communicates with the Association regarding awards.
19. Investigates and establishes awards pertinent to the Division. Such awards may be in terms of community services, professional contributions, contributions to the Division, or student recognition or scholarship.

20. Transfers all working papers, lists of award winners, committee reports, etc. to new Awards Chair, at the completion of Chair's term

Membership applications for potential members can be obtained from the Division's membership chair, from the Association office, or online at [www.sla.org](http://www.sla.org). Contact the Association's Membership Department via e-mail at [membership@sla.org](mailto:membership@sla.org) for authoritative up-to-date information that will answer the questions asked by potential members about membership requirements, dues, benefits, etc.

The Association's Application for Membership is included in the printed membership brochure. This brochure is revised annually, therefore each membership committee should request no more copies in any one year than it expects to distribute to potential members during that year.

To avoid distributing outdated information to potential new members, officers and membership committees are advised to take care that they use the most recent revision of the membership application and brochure when recruiting new members.

For more information, consult the [SLA web page for Membership Chairs](#).

#### **F. Mentoring Committee**

Typically, a mentoring relationship is developed between someone who is new to the profession and a more experienced person in the field. The Mentoring Committee works to facilitate the building of mentor/mentee relationships and assists with the Chair's duties.

Duties:

1. Committee Chair serves on the Advisory Board.
2. Institutes formal mentoring programs, including the development of applications for mentors/mentees, pairing of applicants and the creation of promotional materials for the program.
3. Works with the Webmaster, Program Planning Committee, Student Relations Committee, Career Guidance Committee, and Public Relations Committee to plan and advertise programs and services that foster the building of mentoring relationships among members of the Division.
4. Prepares a report of activities for each Board meeting.

For more information, consult the [Mentoring Handbook](#).

#### **G. Materials Research and Manufacturing Section**

Merged with the Chemistry Division in November 2005 (est. 1949 as Materials Section; Division Status 1953). Members of the Materials Research and Manufacturing Division share information concerning all phases of metals and materials procurement, production,

properties, applications and handling by means of educational activities, cooperative programs, publications, and division-sponsored events at annual conferences.

**Duties of MRM Section Chair:**

1. Serves on the Division's Advisory Board.
2. MRM Section program planning for the annual conference in conjunction with the Division Chair.
3. Plans, coordinates, and conducts the Section's annual roundtable at the annual conference.
4. Upon assuming office, acquires from the previous Section Chair all of the Section's current records. Those records not needed should be forwarded to the Division archivist.
5. Submits a photograph and writes a "From the Chair" column in the quarterly *Sci-Tech News*.
6. Appoints members to the Nominating Committee, which recommends the next Section Chair-Elect.
7. Attends leadership training sessions and Association- and Division-related meetings at the SLA Annual Conference
8. Works with the Bulletin Editor, Web Editor, and MRM discussion list to bring all pertinent information before the Section membership
9. Represents the Section as necessary to the Chemistry Division and to SLA, as well as potential corporate or individual sponsors or donors, and solicits donations or contributions from them as necessary in conjunction with the Division's Sponsorship Committee.
10. Addresses issues of retention and recruitment in the Section in conjunction with the Division Membership Committee.

**H. National Science Digital Library Liaison**

The National Science Digital Library Liaison serves on the Advisory Board and is responsible for sharing information and facilitating communication between the SLA Chemistry Division and the National Science Digital Library (NSDL). The Liaison represents the division on the NSDL's Collection Development Advisory Council of the NSDL.

**I. Nominating Committee**

The Nominating Committee consists of three members appointed by the Chair with the approval of the Division's Executive Board. Committee members should be experienced in Division operation and well acquainted with the interests and capabilities of Division members. The Committee, and its Chair, must be appointed before February 1st.

**Duties:**

1. Committee Chair serves on the Advisory Board.
2. Meets as soon after appointment as possible to consider candidates and draw up a tentative slate.
3. Contacts each potential candidate by phone or other means of communication to determine his/her willingness to serve.
4. Issues written follow-up communication to each candidate, confirming the Committee's invitation to become a candidate, and requesting a biographical profile and a recent photograph.
5. Presents the slate of nominees to the membership in the April-May Bulletins.
6. Places additional names in nomination if petitioned by 10 members within 15 days of the announcement and written consent of the candidates. This is probably unlikely to occur.
7. If the slate includes more than one candidate for each office, distributes a ballot to each member before April 15. (Electronic balloting is acceptable.) Tallies votes and notifies all candidates of results.
8. Reports election results to the membership. The report should be included with the notice of the annual meeting and be presented for approval at that meeting.
9. Presents new officers to the members at the annual business meeting for the turnover of responsibilities, which occurs just before the adjournment of the meeting.

#### **J. Professional Development Committee**

The Professional Development Committee is responsible for planning divisional continuing education (CE) courses at the annual conference. The position works closely with those conducting overall conference program planning for the Division.

##### **Duties:**

1. Committee Chair serves as a member of the Advisory Board
2. Solicits input from Division members –formally or informally – on CE program topics, speakers, locations and times.
3. Works with Association staff in planning CE courses. To propose Division courses to be held in conjunction with the SLA Annual Conference, completes the [Call for Courses Form](#), see [Guidelines for Approval of Annual Conference Program CE Courses](#). For additional information, see the [Practice for the Administration of CEUs](#) and contact the [Professional Development Department](#).
4. Supervises detailed plans for each CE program. Arranges for speakers, etc.
5. Submits CE Conference Program material information to the Association by established deadlines.
6. Creates a budget for the CE program(s), and works with the Sponsorship Chair on soliciting sponsorships for the program.

7. Writes thank-you notes to course instructors.
8. Prepares a report of activities, including course evaluations from attendees, for the Division Chair.

Honoraria for instructors of Division continuing education courses is \$200 per ½ day per instructor, with a maximum of 4 instructors per course.

### **K. Program Planning Committee**

Division-wide programs are held at the Annual Conference. Some Divisions also hold separate programs of the Division. Members often base their opinion of SLA in large part on the subject matter, timeliness and quality of these Division programs. It is essential, therefore, that programs be selected with great care, based on the needs and suggestions of the membership. It is important to focus on topics of current interest, provide a variety of subjects to interest all types of information professionals and their strategic partners and obtain excellent speakers who are both knowledgeable and entertaining.

- Arrangements for meetings must be made with attention to every detail so that the program, schedule, food and facilities all contribute to fulfill members' expectations.
- Programs should be planned so that sponsorships and registration fees, if applicable, cover their costs. If possible, programs should provide a net gain to the Division's operating budget.

The Program Planning Chair is responsible for appointing as many additional committee members as needed for successful programming, subject to the approval of the Chair. Members of the committee should assist in carrying out the responsibilities of the Chair.

#### **Duties:**

1. Committee Chair serves on the Advisory Board.
2. Works with the Executive Board and the Advisory Board to select programs and locations, if applicable.
3. Attend all Annual Conference Program Planning meetings at the Leadership Summit and Annual Conferences. **NOTE:** The Annual Conference Program Planners Handbook is distributed to Program Planners at the Leadership Summit eighteen months for planning programs at the Annual Conference. For more information about the Program Planners Handbook, contact SLA.
4. Supervises detailed plans for each program. Arranges for speakers, moderators, panelists, exhibitors, etc.
5. Submits Conference Program material information to the Association by established deadlines.
6. Creates a budget for the program, in conjunction with the Treasurer, and works with the Vendor Relations Committee on soliciting sponsorships for the program.
7. Works with the Bulletin Editor and Public Relations Committee to announce and publicize meetings.

8. Works with the Library School Liaisons to offer free passes or special rates for library school students.
9. Works with Vendor Relations chair to secure needed sponsorships for programs.
10. Checks with Division Chair for special activities or announcements to be included in the program.
11. Solicits input from Division members – formally or informally – on program topics, speakers, locations and times.
12. Works with incoming Program Planning Chair to inform that person about the duties of the job by passing along step-by-step written instructions on planning a program. The outgoing Chair may meet with the incoming Chair for an orientation session.
13. Works with Association staff in planning continuing education courses. To propose Division courses to be held in conjunction with the SLA Annual Conference, completes the [Call for Courses Form](#), see [Guidelines for Approval of Annual Conference Program CE Courses](#). For additional information, see the [Practice for the Administration of CEUs](#) and contact the [Professional Development Department](#).
14. Writes thank-you notes to speakers.
15. Reports on each meeting/program to the Board and ensures that meeting highlights are written for the Bulletin. (Sometimes students who attend gratis are asked to write a meeting summary, thus allowing them to give back to the Division.)
16. If holding a separate program meeting of the Division, makes an arrangement with local facilities (e.g., hotel, conference center, or library) to host the meeting. Ensures that the correct size room is available. Oversees breakfast, lunch or dinner arrangements.
  - If hotel rooms may be needed for members who want to stay overnight, the Program Committee Chair tries to arrange for a special room rate at a local hotel and communicates this information to the membership when publicizing the meeting.
  - Arranges for registration forms to be mailed (sometimes included with Bulletin distribution) including directions to the meeting place, cost, schedule, speakers, and registration to be returned with payment.
  - Develops list of non-members to whom meeting notices and registration forms will be sent.
  - Acts as "master of ceremonies" for the day; introduces speakers, makes announcements, thanks those responsible for local arrangements, etc.
  - Summarizes evaluation forms and distributes to Board.
17. Prepares a report of activities for each Board meeting.

For more ideas on program planning of separate meetings for Divisions, consult the [Chapter Program Planning Guide](#) and the [Chapter Program Planner's Manual](#).

## **L. Strategic Planning Committee**

The Strategic Planning Committee may be appointed by the Chair to develop a Strategic Plan for the Division. Once a plan is completed, the Committee will be dissolved. A new Committee can be formed as needed or when a previous plan requires extensive revision.

**Duties:**

1. Committee Chair serves as a member of the Advisory Board.
2. Develops and recommends a strategic plan to the Board.
3. Reviews the Strategic Plan periodically for revisions.
4. Facilitates discussion and selection of Division goals and priorities with input from the Division Boards.
5. Works in conjunction with the Executive and Advisory Boards to develop surveys and gather member input to help plan future meetings, program sessions, and continuing education courses.
6. Monitors progress under the current plan.
7. Prepares a report of activities for Board at each meeting held.

For more information, consult the [Strategic Planning Handbook](#).

**M. Sponsorship Committee**

The Sponsorship Committee Chair is responsible for all relations with vendors including soliciting sponsors for Division programs to help recover/reduce the cost of the programs; and for soliciting advertisers/sponsors for the Division bulletin and/or website.

**Duties:**

1. Committee Chair serves on Advisory Board.
2. Contacts library supply houses, book dealers, subscription agents, microfilm service companies, consultants, online vendors and other library-related vendors to make them aware of sponsorship opportunities and Bulletin advertising possibilities. Makes follow-up phone calls to sponsors to inquire if they will sponsor Division programs or advertising.
3. Obtains advertising copy from vendors and sees that it is included in the correct Bulletin issues and/or program, when appropriate. Sees that the vendor receives a copy of any issue in which their ad appears.
4. Sends confirmation communications to sponsors who have agreed to sponsor programs, outlining what recognition they will receive, how much money they have agreed to contribute and information on where to send the check. Ensures that program sponsor vendors are properly credited in program literature and the Bulletin.
5. Finalizes information of correct vendor name and spelling for preliminary program, final program, brochures, signs and obtains sponsor description if needed.

6. Invoices the vendors for the ads and sponsorship commitments. Invoices should be sent with the copy of the Bulletin soon after publication or once twice a year if the vendor has committed to four issues.
7. Receives payment from vendor and forwards the payments to the Division Treasurer. If vendors do not pay promptly, follows up with reminders or past due invoices requesting payment. Adheres to [SLA Unit Fund Development Practice](#).
8. Maintains and updates the listing of sponsor names and contacts.

For more information, consult the SLA web page for [Fundraising Chairs](#).

## **N. Webmaster**

This Chair coordinates a Committee which is responsible for web site content and evaluates new web technology and its applicability to the webpage. The Committee brings issues to the Board for approval.

### **Duties:**

1. Serves as a member of the Advisory Board.
2. Publicizes the Division's Website at peer-group meetings, SLA functions, and industry functions (the goal being to increase the Division's visibility via the Website).
3. Maintains existing pages.
4. Creates new pages from content provided by the Division Boards.
5. Designs page schemes, graphics, CGI scripts, etc., on an as-needed basis.
6. Checks and update links from the Website on a bimonthly basis.
7. Updates Website content on an as-needed basis.
8. Solicits new content from the Division Boards.
9. Communicates with the Association Webmaster to ensure that the site is accessible. Troubleshoots problems on an as-needed basis.
10. Publicizes the web site to the Division's membership using the Division's discussion lists, Communities of Practice and Bulletin.
11. Responds to e-mails directed to the Webmaster in a timely fashion
12. Posts an electronic version of the Division Bulletin to the Division website. The Committee will also maintain an archive of electronic bulletins.
13. Works with Division Chair and Advisory Board to utilize the website for publicizing the Division's functions and meetings.
14. Makes recommendations regarding new web technologies to the Boards.

For more information, consult the [SLA web page for Unit Webmasters](#).

\*\*\*\*\***DO NOT EDIT INFORMATION BELOW THIS LINE**\*\*\*\*\*

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## **IV. DIVISION STRUCTURE**

### **A. Guidelines for Division Scope Notes**

1. "Scope note" describes the subjects constituting the Division's interest, mentioning any other specific features which characterize those subjects, e.g., what specific aspects of those features are of interest to the Division.
2. Scope notes should be concisely expressed in one or two sentences. The various aspects or phrases may be written in sequence, set off by semicolons or in lettered subparagraphs.
3. Revision of a Division's scope should be reviewed by the Division Cabinet Chair prior to a formal vote of approval from the Division membership.

A proposed scope note is to be included with each petition for a Division, provisional Division or new section. Copies or samples of Division scope notes can be obtained from the Association's Leadership Department.

## **B. Governing Document**

A Governing Document consistent with the Recommended Practices of the Association may be amended by the SLA Recommended Practices Committee. [Model Division Governing Document](#) and copies of other Divisions' governing documents can be requested from the Association office or from the Divisions themselves. Additionally, the Association Recommended Practices are available on the Association website.

## **C. Procedures for Amending the Division's Governing Document**

The following steps must be completed in the order with which they are presented in order to amend the Division's Governing Document:

1. At least six months prior to the Division business meeting, send the proposed Governing Document to the Chair of the Association Recommended Practices Committee for review, comment and approval.
2. Submit to the Division's executive board for approval. Amendments may be proposed by the executive board, governance committee, or 15 members of the Division. Proposals originating in the executive board or in the Division committee concerned with governance shall be approved by a majority vote of the board before submission to the members. Proposals originating by membership petition shall be submitted in writing to the executive board and shall be presented to the members with the recommendations of the board.
3. Present Governing Document revisions to Division membership for approval in accordance with the current Division Governing Document. These governing documents may be amended by a two-thirds vote of the members present at any Division meeting.
4. If significant amendments are proposed to the Governing Document after it has been reviewed by the Association Recommended Practices Committee, it is

important to continue consultation with the Chair of the Committee in preparation for final approval.

5. After membership approval, Division Chair must sign and date two originals of the complete text of the newly approved Governing Document.
6. Send both copies of the signed complete text to the Chair of the Association Recommended Practices Committee with space for signature and date on the last page. One signed original will be returned to the Division.
7. Original signed copy retained in Division archives.
8. Copies showing both signatures are sent to: Association Leadership Department; Division Cabinet Chair and Chair-Elect

#### **D. Sections within Divisions**

Sections relating to definite areas of interest within a Division may be established by the Division.

The Director Leadership and the Division Cabinet Chair & Chair-Elect should be the first points of contact when consideration is given to creating a new section. Scope notes will be reviewed to prevent duplication of effort and to ensure that the section is paired for the best match with a Division. As a courtesy, the Division Chairs/Division Chairs Elect will be notified of the potential section. Advance notice enables entire Leadership to think through the process of section development and best fit. The petition for the formation of a section within a Division must be prepared and signed by 15 current Division members interested in the section and then submitted with a scope note to the Division members at the Division's annual business meeting or to the Division's executive board for approval. If approved, the scope note and the petition is then forwarded to the Division Cabinet Chair, with a copy to the Division Cabinet Chair-Elect.

If in the opinion of the Division Cabinet Chair and/or Chair-Elect there appears to be a possible conflict between the scope of the proposed section and another existing section or Division, the Division Cabinet Chair notifies the chair of the Division, and the scope note and petition is sent by the Division Cabinet Chair along with their recommendation, to the Division Cabinet Members. The Cabinet then votes on the recommendation.

After approval of a new section, an announcement is made to the Division Cabinet and is published in the *Information Outlook*. The Division Cabinet Chair is responsible for seeing that both announcements are made and reports the formation of the new section as part of the routine report to the Board of Directors at its next meeting.

The Division is financially responsible for the section. The Division chair includes a report of the section's activity in the chair's annual report and ensures that the SLA Leadership Department receives a list of the names and addresses of the section officers.

The chair of the section is responsible for submitting an annual report, including an annual financial statement, to the Division chair. Information on the activities of the section can be included in the Division's newsletter or in a separate newsletter. If

separate, the distribution needs to include the Association office and the SLA Board of Directors.

Time should be allowed for the section to hold its annual business meeting prior to the Division's annual business meeting at the annual conference.

The section and any proposed section may want to have its own programs at the annual conference. This should be coordinated with the Division conference program planner.

Should the section be dissolved, its assets automatically revert back to the Division.

### **E. Creation of New and Provisional Divisions**

A new Division may be authorized by the Association's Board of Directors upon written petition of 100 or more voting members of the Association who desire to participate in the activities of the proposed Division.

The Association's Board of Directors upon written petition of fewer than 100 members, but at least 50, who desire to participate in the activities of the proposed Division, may authorize a new Division, with Provisional status. Approval of a Provisional Division is limited to three years unless the Board approves a one-year extension which may be done under extraordinary circumstances. The Association Board may authorize provisional Divisions as full Divisions upon submission of a statement of the proposed Division's name, scope note, together with confirmation from the Association office that the provisional Division has maintained a membership of 100 or more for a period of 12 months. The Association Board may dissolve a Provisional Division at any time.

Both New Divisions and New Provisional Divisions will receive an allotment equal to the minimum allotment for Divisions, prorated to the time remaining in the Association's fiscal year.

Provisional Divisions shall not be entitled to representation in the Division Cabinet. They are invited to attend Division Cabinet meetings but are not authorized to vote.

#### **Origin of Petitions for New Divisions**

Petitions for New Divisions may originate in one of the following ways:

1. By action of interested members who wish to participate in the activities of the proposed Division.
2. By action of the Division Cabinet Chair upon information from the association office noting a concentration of unaffiliated members in an area of interest not served directly by a Division. In this case, the Division Cabinet Chair shall appoint a representative to call an informal meeting and/or to act as chair for purposes of organization.

#### **Form of the Petitions for New Divisions**

The following language is suggested for use in the petition for organization of a new Division:

“ We, the undersigned members of Special Libraries Association, do hereby petition for the organization of the *[insert name]* Division of Special Libraries Association. We desire to participate in the activities of the proposed Division. The temporary chair will be *[insert name]*. The proposed scope note of the Division shall be *[insert scope note.]* “

As with a proposed Section, the Director Leadership and the Division Cabinet Chair & Chair- Elect should be the first points of contact when consideration is giving to creating a new Division. Scope notes will be reviewed to prevent duplication of effort and to ensure that the proposed Division does not conflict with the interests of an existing division. As a courtesy, the Division Chairs/Division Chairs-Elect will be notified of the potential Division. Advance notice enables the entire Leadership to think through the process of creating a new Division.

If in the opinion of the Division Cabinet Chair and/or Chair-Elect there appears to be a possible conflict between the scope of the proposed Division and another existing Division, the Division Cabinet Chair notifies the chair of the Division. The Division Cabinet Chair shall be the arbitrator. If any disagreements cannot be settled by negotiation between the affected Divisions and Cabinet Chairs, The Division Cabinet Chair will solicit input from the Division Cabinet prior to the proposed Division’s approval by the Board of Directors.

### **Temporary Division Chair**

Association members may appoint a chair at an information meeting, or they may call upon the Division Cabinet Chair to name a representative to act as chair for the purpose of organization. The responsibilities of the temporary Chair are as follows:

1. Call and preside at an informal organizational meeting of actual or potentially interested members.
2. Arrange for records to be kept of all meetings and transactions.
3. Handle necessary correspondence with the Association and the Division Cabinet Chair.
4. Forward the required petition, scope note, proposed governing document (to be approved by the Association Recommended Practices Committee) and slate of officers with their written acceptances to the Division Cabinet Chair with a copy to the Association Leadership Department.
5. Arrange for the installation of the new Division and officers upon notification of acceptance of approval by the SLA Board of Directors.

6. Send copies of all publicity, including newsletters, to the Association office.
7. Provide a complete account of the Division's organization of the Division for its archives.
8. Coordinate any proposed conference program with a Division program planner.

### **Presentation**

The chair of the petitioning group shall forward the petition with signatures, the proposed Governing Document, and the proposed slate of officers to the Association office. The Division Cabinet Chair will present the petition to the Board of Directors at its next meeting on behalf of the petitioning group. The chair and/or other members of the proposed Division may attend the Board of Directors meeting if they wish.

In the case of a Provisional Division petitioning for Division status, the petition must contain a statement of the proposed Division's name, scope note and confirmation from the Association office that the provisional Division has maintained a membership of 100 or more members for a 12-month period.

The Board of Directors meets four times a year:

- In late October;
- In late January at the Leadership Summit;
- In June, immediately before and immediately after the Annual Conference.

Deadlines for submitting items for Board consideration are usually about six weeks prior to the meeting dates.

### **Allotments**

Upon approval by the Board of Directors, the new Division's allotment for that year will be sent from the association office (except for a former Provisional Division, which may have already received its allotment for the year). The allotment is based upon the number of Division members. The initial allotments of new and provisional Divisions that were approved at the June or October Board meetings are prorated on the basis of the number of months remaining in the calendar year.

### **Division Activities**

Once the Division or Provisional Division has been approved and its officers installed, regular Division activities such as bulletins, programs, committee work, etc., may begin. These activities should be conducted in accordance with the Division's Governing Documents and these Practices.

## **E. Merger of Divisions**

The matter of merging Divisions is one that must be given careful consideration by the members and executive board of any Division considering such action and should be discussed with the Division Cabinet Chair.

After seeking the guidance of the Division Cabinet Chair, if the Division Executive Board still wishes to affiliate with another Division, the Division chair shall immediately contact the Division Executive Board with which they wish to affiliate and negotiate the terms for merging the two Divisions.

When both Executive Boards are in agreement on the terms of the merger, they shall provide advance notice to their respective membership that the topic will be discussed at the next annual business meeting of each Division.

If the merger proposal is approved by a majority of the members present and voting at both of these meetings, both Divisions will send a ballot to all their members no later than 45 days after the business meeting.

If a two-thirds majority of each Division's members returning valid ballots approve the proposal to merge, the chairs of both Divisions will notify the Division Cabinet Chair in the form of a single petition, signed by both Division chairs. The petition will include the reason(s) for merging, the election results, the terms of the merger, the proposed effective date of the merger, the changes needed in the name, scope note, and governing document, and a plan of how the activities of both Divisions will be combined.

The Division Cabinet Chair will present the petition to the Association's Board of Directors at its next regularly scheduled meeting. Upon approval by the Board, the Chairs of the petitioning Divisions will be notified by the Association office that the two Divisions are being merged, advising of the merger effective date. The Division Chairs will then notify their respective members of the Board's approval. The general membership will be notified through a notice in the *Information Outlook*. Funds, properties, and financial responsibilities of the two Divisions will become the responsibility of the newly merged Division.

## **F. Return to Provisional Division Status**

Division membership falling below 100 members for more than one Association year will be reported to the Division Cabinet Chair. The Division may be placed on provisional status until membership increases or there is a decision to dissolve the Division.

## **G. Dissolution of a Division**

The dissolution of a Division is one that must be given careful consideration by the members and executive board of a Division. The Division Chair, acting on behalf of the

executive board, considering such action should discuss its concerns with the Division Cabinet Chair.

Once determined that the Division has ceased to fulfill a useful role and does not wish to affiliate or formally merge with another Division, the Chair shall bring forth the matter for discussion at the Division's annual business meeting. Advance notice must be given to the Division membership that the topic will be discussed.

If a majority of the voting members present approve the proposed dissolution, a ballot shall be sent to all Division members regarding the proposed dissolution no later than 45 days after the business meeting. A two-thirds majority of the members is required to approve the proposal to dissolve. The Chair shall notify the Division Cabinet Chair in the form of a petition for dissolution. The petition will contain the reason(s) for dissolution, the election results, the proposed effective date of the dissolution, and plans to complete current Division activities and business matters.

The Division Cabinet Chair will present the petition to the Association's Board of Directors at its next regularly scheduled meeting. Upon SLA Board approval, the members of the Division will be notified by the Association office that the Division is being dissolved with the effective date, and that its funds and properties will revert to the Association. Assistance in joining another Division will be provided to members by the Association office.

#### **H. Division Representation and Affiliation**

Division representatives to joint committees and meetings of other societies having objectives allied to those of the Division and of the Association shall be appointed by the Chair.

Upon approval by a majority of the Division members voting, the Division may affiliate or disaffiliate with a local common interest organization provided the objectives of the organization are consistent with those of the Division and of the Association and the activities of the organization are not in conflict with the Association Recommended Practices.

The Association board of directors shall approve any other affiliation, including that with a national or international organization. Notices of affiliations and disaffiliations shall be reported to the Association.

#### **V. NOMINATION OF OFFICERS**

In the selection of nominees for Association offices, the Association Nominating Committee has priority over Division, Division or section nominating committees. However, the Association Nominating Committee usually starts its work before the Chapter, Division and section nominating committees; therefore, conflicts are rare. The Association slate of candidates is usually determined during the first quarter of the year

and presented to the Board of Directors no later than its first meeting of Annual Conference.

A Nominating Committee for each election of members to the executive board shall be appointed by the board no later 120 days prior to the Division annual business meeting. This committee shall be composed of minimum 3 members, no more than one of whom is a member of the current board but at least one of whom shall be a [former Division officer (such as past past Chair, or member of the previous Nominating Committee)].

Duties of the Nominating Committee are outlined below:

Each year the Nominating Committee shall present at least one candidate for each officer whose term is expiring. The committee shall obtain the written acceptance of each nominee along with brief biographical information, prior to submission of its report.

The nominees for Chair-Elect should be aware that attendance at Division Cabinet meetings at the Association Leadership Summit and at the Annual Conference are part of the responsibilities of the elected candidate. An elected candidate should not simultaneously hold more than one office associated with membership in the Division and Division Cabinets.

The report of the Nominating Committee shall be published in the official Division bulletin or otherwise sent to Division members at least 45 days before the Division annual business meeting. Further nominations, accompanied by written acceptance of the nominee, may be entered by petition of 10 Division members, and shall be filed with the Nominating Committee at least 30 days before the annual business meeting.

If the slate includes more than one candidate for any office, election shall be by secret ballot distributed to each Division member 45 days before the Division annual business meeting. (Electronic balloting is acceptable.) The candidate who receives the largest number of votes for any office shall be elected. In the event of a tie, election shall be by majority vote of the members present at the annual business meeting.

In the case of a distributed ballot, send the biographical information to the person whose duty it is to prepare and distribute the ballots (e.g., Secretary, Nominating Committee Chair or Bulletin Editor.) Full Members, Student Members, and Retired Members all have the privilege of voting. Mailing labels for envelopes and/or e-mails may be requested from the Association office. Please request these at least one week in advance of distribution.

## VI. APPENDICES: OTHER IMPORTANT ASSOCIATION INFORMATION

### APPENDIX A. DIVISION FINANCES

The Association's Recommended Practices, Article XI, Section 3 allows for funding of Divisions in the form of an annual allotment. Total allotment funds, based on membership dues, are determined annually by the Board of Directors at their third quarter or October Meeting. Allotments are calculated using the Division's membership count as of December 31. Allotment checks are mailed in February. The Association fiscal year is January 1-December 31.

*No allotment shall be paid to a Division unless the Division has submitted accurate midyear and annual financial statements report to Association Headquarters, Director, Finance.* The Division must also submit an annual activities report on time to the Leadership Department in order to receive an allotment. The Board of Directors may grant funds or loans at its discretion. Requests for funds are, as a rule, considered only at the third quarter or October Board of Directors meeting. Each Division applying for additional monies must submit a detailed estimated budget to substantiate the request. This budget should then be submitted to the Division Cabinet Chair, who will make the presentation to the Board.

The Division and group treasurers shall maintain the financial records required for their units. A simplified single-entry system has been found sufficient for most cases. The treasurer shall prepare a report on the Division's or group's finances for each Division meeting.

The following reports and record-keeping procedures are mandatory:

1. The treasurer of each Division or provisional Division shall submit an annual financial statement to the Association office to the attention of the Finance Director by January 31 of each year. These must be submitted utilizing the Association provided financial software program. This deadline is most important and must be adhered to. A copy of the statement is to be retained for the Division's archives. This report is to be audited by a Division or group member who does not hold an elected office at the time of the audit or by any other qualified person available to the Division or group.
2. No allotment shall be paid to a Division unless an annual financial statement has been approved.
3. The treasurer of each Division or provisional Division shall submit an unaudited mid-year financial statement to the Association office to the attention of the Director, Finance by June 30 of each year. A copy of the statement is to be retained for the Division's archives.
4. A Division or group within a Division may have undesignated funds for general administration. These funds are derived from allotments and from income accruing as a result of normal activities, such as advertising in the Division

bulletin, dinner meetings, etc. Normal charges against such "regular funds" include bulletin expenses, postage, meeting notices, etc.

5. Normally a Division or group will administer its expected activities to utilize the greater part, if not all, of its allocated funds. However, a Division or group may elect to conserve its funds gradually in anticipation of specific undertakings where special project funds have not already been accumulated. Other Divisions or groups may, through lack of activity in one year, carry unspent allotments over to following years. Funds accumulated for either of these reasons and not expected to be spent during the year's usual activities, may be transferred to a project fund.

Money earned in special Division or group projects may be maintained in one or more project funds, general or designated. Examples of such projects are seminars or workshops for which a fee is charged, royalties paid by the Association for Division-originated publications, receipts from similar works published independently by the Division, and fund-raising activities conducted for a specific purpose. Expenses involved in such projects are to be charged against these funds. Project funds must be reported as part of the periodic and annual financial reports.

6. A Division must report property that falls within the definition given in the "Property Guidelines" on a special page accompanying the financial statement.

Upon dissolution of a Division, its funds and properties shall revert to the Association. On dissolution of a group within a Division, the group's remaining funds revert to the Division.

## APPENDIX B. LEGAL ISSUES

Each Division Chair and Chair-Elect should be aware of these basic issues and restrictions. For additional information see the Tax and Legal Handbook.

The Special Libraries Association, Inc. is a not-for-profit corporation, incorporated pursuant to the Not-For-Profit Corporation Law of the State of New York. During its early years, SLA existed as an unincorporated Association. SLA was first incorporated in Rhode Island on April 13, 1928 and then reincorporated in New York on September 25, 1958.

The basic purposes of SLA as stated in its Certificate of Incorporation and Recommended Practices, are:

"1(a) To provide an Association of individuals and organizations having a professional, scientific, or technical interest in library and information science, especially as these are applied in the recording, retrieval and dissemination of knowledge and information in areas such as the physical, biological, technical and social sciences, and the humanities."

"1(b) To promote and improve the communication, dissemination and use of such information and knowledge for the benefit of libraries or other educational organizations. No part of the property, assets, profits or net income shall inure to the benefit of any director, officer, or member or be of benefit to any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended."

### **Members, Chapters and Divisions**

Membership eligibility is governed by the membership provisions of Article II of the SLA Recommended Practices. Membership in the Association shall consist of: Full Members, Student Members, Retired Members, Organizational Members, Virtual Members, and Honorary Members. Eligibility for and privileges of each class shall be as stated herein.

**Full Member** status shall be granted to an applicant who has an interest in the objectives of the Association. A Member shall have the right to vote, to hold any Association or unit elective office or appointive position, and to affiliate with one Chapter and one Division without payment of additional fee, and to receive the official journal at no additional charge.

**Student member** status shall be granted to an applicant enrolled in a curriculum of library or information science at least part time (two or more courses). This category of membership shall be available to those joining the Association for the first time. This category of membership shall also be available to current members renewing their membership after enrolling in an appropriate academic program. Student membership may be maintained only while actively a student, but for no more than three years. Appropriate verification of student status is required. A Student Member shall have the right to vote, to hold any Association or unit elective or appointive position, to affiliate with one Chapter and one Division without payment of additional fee, and to receive the official journal at no additional charge.

**Retired member** status shall be granted, upon request, to a Member who has retired. In this connection, "retirement" shall be defined by the Board. A Retired Member shall have the right to vote, to hold any Association or unit elective office or appointive position, to affiliate with one Chapter and one Division without payment of additional fee, and to receive the official journal at no additional charge. A Member who has 45 years of uninterrupted Association membership shall be designated Forty-five Year Honoree status. Basic membership dues will be waived for members holding this distinction. Forty-five Year honorees have the same membership rights as other Retired Members.

**Organizational member** status shall be granted to a firm, organization, or individual desiring to support the objectives and programs of the Association. Organizational Members shall have the right to affiliate with one Chapter and one Division without payment of additional fee, and to receive the official journal at no additional charge. Other benefits of this membership category shall be determined by the Board.

**An Honorary member** shall be an individual elected to this honor by the Association members. Current members may not be considered for honorary membership. Nominations shall be presented in writing to the Board and may be proposed by one or more Association members. Upon endorsement by a two-thirds vote of the Board, the nomination shall be submitted by the Board to the members for election at an Annual Business Meeting. The total number of Honorary Members and the number who may be elected in any one year shall be determined by the Board. An Honorary Member shall have the right to affiliate with one Chapter and one Division, and to receive the official journal free.

**A Virtual member** shall be an individual who wishes access to publications but does not wish to affiliate with a Chapter or Division. This membership is limited to members outside the United States and Canada and to members in developing countries. A virtual member will have online access only to publications. A virtual member shall not have the right to vote, to hold any Association or unit elective office or appointive position, or to affiliate with a Chapter or Division. Association publications will be accessible to virtual members virtually

SLA Chapters and Divisions exist only as a part of the single corporate entity, Special Libraries Association, Inc. and are organized pursuant to Articles XII and IX of the Recommended Practices. There is no separate incorporation of SLA Chapters and Divisions and both are funded by allotments from the SLA annual dues. SLA, its members, Chapters and Divisions can be roughly analogized to a for-profit corporation, its shareholders and branch offices. Numerous not-for-profit corporations are organized in this way, including other major library Associations.

### **Association Meetings**

SLA meetings, including Chapter, Division and Association meetings, may be attended by any interested party regardless of membership standing. This open attendance policy

does not, however, require members to subsidize attendance by non-members. Chapters and Divisions may charge a reasonable registration fee to help defray the costs of the meeting. Non-members are permitted to attend Association meetings of SLA. The registration fee charged such nonmembers is higher than that charged members. SLA's open attendance policy does not mean that non-members can participate in SLA in the same manner as members. Obvious examples include the fact that non-members may not vote and may not hold Association office.

The SLA Board of Directors and Chapter and Division Cabinets are not required to open their sessions to non-members although, in their discretion, they may do so.

All meetings, whether open to interested parties or restricted in attendance, should have a written agenda. Chapter and Division officers should ensure that summary minutes are prepared of all meetings and that such minutes are accurate.

### **Joint and Regional Meetings**

Chapters often participate in joint or regional meetings. Regional, sectional and joint meetings require particular attention to organization and cooperation. The responsible person must be selected on the basis of experience and ability. Where program and arrangements require them, committees should be appointed as soon as possible. If an Association officer is to be invited, arrangements should be coordinated as early as possible. When other professional Associations are involved, it should be made clear that their members are welcome at any separate SLA program.

Initial planning of joint professional meetings normally is undertaken by the officials of the respective groups. Detailed programming is then worked out by specified representatives. Decisions, such as date, place, publicity, accommodations, registration, financing, etc., must be cleared through each group. Frequently, publication of papers is also considered with distribution and cost taken into account.

Any plan involving a unit of the Special Libraries Association must conform to the [SLA practice on non-discrimination](#), which reads:

"It is the practice of Special Libraries Association that membership and participation in the Association and its units are not limited in any respect by race, creed, color, national origin, age, sex, or physical disability. In particular, all meetings are conducted so as to assure compliance with this practice. The Association participates in joint meetings only with other organizations that have the practice. The Association is an Equal Opportunity Employer." (Approved June 1975)

### **Tax Status - Federal**

In 1972, the United States Internal Revenue Service ruled that SLA is an organization meeting the requirements of Section 501(c)(3) of the Internal Revenue Code.

As a Section 501(c)(3) organization, SLA must:

1. Be organized exclusively for charitable, scientific or educational purposes.

2. Be operated exclusively for those purposes.
3. Have no part of the net earnings inure to the benefit of any private individual.
4. Refrain from any substantial lobbying activities.
5. Refrain from participating in political campaign activities.

Corporate gifts and life time gifts by individuals to a Section 501(c)(3) organization are, with certain limitations, deductible to the donor for purposes of the U.S. federal income tax. Testamentary bequests are, again with certain limitations, deductible for purposes of the U.S. federal estate tax. There are other advantages. A Section 501(c)(3) organization may qualify for privileged postal rates for mailings relating to the organization's own affairs. In some states, a Section 501(c)(3) organization is exempt from sales tax. As a general rule, the income of SLA which is related to its tax-exempt purposes is tax exempt. For example, members' dues, interest earned by bank accounts, and income resulting from the sale of SLA publications is tax exempt.

Income from a trade or business which is not substantially related to SLA's tax-exempt purposes is taxed. For example, income generated from the sale or rental of mailing lists (except for exchanging with or renting to another organization exempt under Sections 501(c)(3) or (c)(2)) and advertising income is taxed.

Although most of SLA's income is tax exempt, SLA normally does have unrelated income which is taxable. As a result, SLA annually files two returns with the Internal Revenue Service: Form 990 related to non-taxable income and Form 990T relating to taxable income.

To enable SLA to properly prepare these returns, each Chapter and Division must annually furnish certain information including all income generated during the year and expenses incurred in producing the income. New or major changes in programs and services provided by SLA must be reported in Form 990. Accordingly, any Chapter or Division which engages in a previously unreported activity must so inform the Director, Finance at the Association office.

SLA considers being recognized as a Section 501(c)(3) organization a valuable privilege. It is the policy of SLA to follow the provisions of the Internal Revenue Code and Regulations regarding the operation of a Section 501(c)(3) organization and not to engage in activities which might jeopardize that status. All questions regarding the Association's tax-exempt status should be referred to the executive director.

### **Tax Status - State and Provincial**

Each of the fifty states and Canadian provinces has its own tax law and regulations and, accordingly, any question concerning state and provincial taxation must be addressed to the law of the state or province involved.

As a general rule, an organization which is exempt from U.S. federal income tax under Section 501(c)(3) is also exempt from state income taxes. In addition, in some states,

local sales and use tax exemptions are available to Section 501(c) (3) organizations. Since SLA is not incorporated in Canada, it cannot apply for tax-exemption from Canadian provinces.

Because it is SLA, and not the individual Chapters and Divisions, which is responsible for compliance with state tax laws, responsibility for dealing with state tax authorities is that of the Director, Finance. Individual members or Chapter or Division officers are not allowed to deal with state tax authorities. Any question concerning state taxation of SLA units should be directed to the Director, Finance.

Over the years, the Director, Finance, working with legal counsel, has conducted extensive research and made numerous inquiries regarding the availability of sales and use tax exemptions for SLA units. As indicated above, the rules vary from state to state. Some states grant no exemption to any organization; some states grant exemptions only to particular types of charitable organizations such as religious organizations; and, in a few states, an exemption is available to an organization such as SLA. A consideration to be kept in mind is that the paper work costs associated with obtaining and maintaining a sales tax exemption may equal or exceed the limited savings which may be realized by a sales tax exemption. Again, if there is any question as to whether a sales tax exemption is available in a particular state, inquiries should be directed to the Director, Finance.

### **Political and Legislative Action**

SLA, as a 501(c)(3) educational institution, is restricted in the amount of **lobbying** it can do. Although IRS rules in this area are not as restrictive as they have been in the past, they are always open to interpretation. It is therefore critical that all *legislative* endeavors be channeled centrally through the President or executive director, both of who, under SLA policy, are the only individuals who can officially speak on behalf of the Association. In essence, if the Board of Directors has not taken a position on a particular issue, it is imperative that either the president or executive director be consulted. However, if comments or statements are based on Board-approved issues, discuss them with the public policy staff for clarification. This also enables headquarters staff to be aware of Chapter/Division activities.

A Section 501(c)(3) organization may not participate directly or indirectly, in any campaign for any public office - federal, state or local. Thus, SLA may not endorse any candidate, make any contribution to a candidate or have its members work in any candidate's campaign. This requirement also prevents SLA from having a Political Action Committee (PAC).

A Section 501(c)(3) organization may, to a limited extent, attempt to influence legislation. The specific language of the statute is that "no substantial part of the activities" of the organization may consist of "carrying on propaganda, or otherwise attempting to influence legislation."

Examples of attempts to influence legislation include attempts to influence the general public to vote in a particular way, often called "grassroots" lobbying, and direct lobbying

by communicating with a member or employee of a legislative body. Also included would be any effort by SLA to encourage its members to lobby.

The following would ordinarily not be considered activities endeavoring to influence legislation: making available the results of nonpartisan analysis or research; appearances before a legislative committee at the request of that committee; and communications between SLA and its members regarding legislation of interest to members as long as the communication does not encourage the members to endeavor to influence the same. As is indicated above, a Section 501(c)(3) organization is not absolutely prohibited from endeavoring to influence legislation - the requirement is that such activities may not become a "substantial part" of the Association's activities. The U.S. Internal Revenue Code does not define what is meant by "substantial." The policy of SLA is that no more than 5% of its aggregate activities (not its income or expenditures) may be of such character.

Because SLA is so large and so geographically diverse, it is not feasible for each member, Chapter and Division to independently determine when efforts to influence legislation are to be undertaken. In January 1980, the Board of Directors approved a government relations practice statement and instructed the Executive Director to establish and conduct a government information program to carry out the statement.

Obviously, none of the foregoing affects the right of any member, acting as an individual and not as a member of SLA, to engage in whatever political or legislative activity he or she may consider appropriate.

### **Member Liability**

One of the characteristics of a corporation is limited liability; that is, the members of the corporations are not personally liable for the debts, liabilities or obligations of the corporation. SLA is a corporation with its principal place of business in Virginia. Since it is incorporated in New York, it is covered by that state's liability law.

New York Not-For-Profit Corporation Law Section 517(a) specifically states that "the members of a corporation shall not be personally liable for the debts, liabilities or obligations of the corporations".

As a general rule, directors and officers of SLA will incur no personal liability as a result of their carrying out their duties as long as they do so in good faith and with ordinary diligence, care and skill.

Section 717(a) of the New York Not-For-Profit Corporation law states, in part:

"(a) Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions."

Under certain circumstances, a director or officer can incur personal liability. For example, a director or officer can be personally liable for gross negligence or for defrauding the Association.

Under Section 719 of the New York Not-For-Profit Corporation Law, a director who votes for certain actions can be personally liable - for example, voting to distribute the Association's properties to members other than as permitted by law; and, voting to make a loan to a director or officer. The law permits an action to be brought against a director or officer to compel an accounting for the mismanagement, loss or waste of corporate assets.

### **Association Liability**

SLA is legally responsible for its contracts and can sue or be sued in the same manner as any corporation, whether for-profit or not-for-profit.

A normal business contract made by the SLA President or Executive Director will be binding on SLA. Because SLA is a single corporate entity, obligations of the Chapters and Divisions are obligations of SLA. Accordingly, a normal business contract made by a Chapter or Division chairperson will also be binding on SLA and not just on the individual Chapter or Division.

Most contracts made by Chapter presidents and Division chairs involve routine matters such as meeting arrangements and the amounts involved are relatively small. There have been occasions in the past, however, when Chapters and Divisions, with more enthusiasm than prudence, have entered into contracts involving significant sums of money. The "Extra-Association Relations Policy" which was adopted by the Board of Directors on June 9, 1973 addresses this problem. It states:

"An agreement, contract, or obligation entered into by an Association unit requires advance approval by the Association Board of Directors if liability exceeds the unit's available or budgeted funds."

In addition to the foregoing, it is the policy of the Association that all unit contracts in excess of \$5,000, must be reviewed and signed by the executive director.

Any questions regarding contracts and their execution should be referred to the executive director. (See, also, Sections titled "Members, Chapters and Divisions" and "Contracts.") SLA may be liable for the negligent or fraudulent acts of its authorized representatives. Therefore, officers, directors, committee chairpersons, and representatives must exercise "ordinary diligence and care" in performing their responsibilities.

In addition, SLA could be responsible for an obligation incurred by any member who had "apparent authority" to act for SLA even though such individual acted without authority and in violation of SLA's policies and Guidelines. In Hydro level Corp. v. American Society of Mechanical Engineers, 635 F. 2d 118 (2nd Cir. 1980), cert. den., 456 U.S. 989 (1981) the American Society of Mechanical Engineers was held liable for the act of two of its members. These members, while acting as volunteer ASME workers, defrauded a third party by deliberately misinterpreting the requirements of one of the ASME codes. The court found ASME liable for the acts of these members because the injured party had

no reason to believe the volunteer members' code interpretation was not "regular" and because the volunteers appeared to be acting within the authority given to them by this Society.

Any Chapter Chair or Division chair who intends to give authority to a member to act for SLA, should keep the foregoing in mind.

### **Inspection of Records**

New York State law requires SLA to keep correct and complete books and records of account and minutes of the proceedings of its members, Board and Executive Committee, and a list of member names, addresses, and their class or classes of membership.

Although the law permits SLA to impose restrictions on the availability of such information, it is SLA policy to make the same generally available to members. Thus, SLA publishes the names and addresses of all members in the membership directory. Meeting minutes of the Board of Directors, the Executive Committee, and the Annual Business Meeting are available for inspection by members with certain exceptions that are determined by the Board of Directors. An example is executive session minutes.

### **Antitrust Laws**

In recent years, the U.S. antitrust laws have been the basis for actions against certain trade and professional Associations whose activities allegedly restrained competition. The decisions of the United States Supreme Court which struck down ethical codes of Bar Associations which prohibited advertising are well-known examples. The American Dental Association was subject to a similar suit by the Federal Trade Commission. The American Medical Association has been subjected to an investigation to determine whether it controls the supply of physicians in the United States through accreditation of medical schools and other practices.

The trade and professional Associations which have been subject to these actions are typically Associations of competitors. Because the members of SLA do not compete with each other, it is unlikely that SLA will be subject to an antitrust action such as is described above.

It is worth noting that SLA is essentially an open organization. That is, Association membership is open to any person "who has a serious interest in the objectives of the Association" and there are no restrictions on the general public attending SLA meetings. The antitrust actions described above have been based in part on the fact that the particular Association imposed restrictions on membership, and thereby restrained competition. Obviously, SLA is not subject to such an attack.

Notwithstanding the foregoing, it is conceivable that a particular Chapter or Division may engage in some activity which might be considered to be anticompetitive, thereby violating antitrust laws. Any member who believes that any such activity is taking place should contact the executive director. We must add that to the best of our knowledge, no

governmental or private entity has ever claimed that SLA has to any extent violated the U.S. antitrust laws.

### **Bartering**

For purposes of the U.S. Internal Revenue Code, a barter transaction is in substance the same as a sales transaction. For example, the exchange of a mailing list for advertising space is the essential equivalent of selling the mailing list for the value of the advertising space. The value of the advertising space is considered to be income to SLA. The comments made in the Tax Status section concerning SLA's tax liability for related business income and unrelated business income will equally apply to value received on bartering transaction. An example of barter which would generate related income would be an exchange of SLA publications for something of value. An example involving unrelated income would be the one just given, namely, the exchange of a mailing list for something of value, except when this exchange is with another organization exempt under Section 501(c)(3) or (c)(2). The sporadic and occasional bartering transaction of whatever character arguably does not constitute business income of any kind. In all events, every barter exchange transaction by any Chapter or Division should be reported, in writing, to the Director, Finance at the Association office.

### **Association Reserve Funds**

Every Association needs the economic security of a reserve fund. Unforeseen demands or loss of income may necessitate the use of funds which are not currently available in the budget. The purpose of a reserve is financial stability - to support the Association through an emergency situation. Accordingly, the reserves maintained by SLA and by its Chapters and Divisions should not be used to finance day-to-day operations or activities. An ideal reserve fund would be equal to the regular budget for one year. On June 5-6, 1992 the Board of Directors approved a recommendation regarding Chapter and Division investment policy that permits funds to be deposited only in principal-protected and insured investment instruments (e.g. checking accounts, passbook savings accounts, CD's and T-bills) or in the Association Pooled Money Market Account.

There is no tax on accumulated earnings of a Section 501(c)(3) Organization and accordingly, such reserves and any income generated by the same are tax exempt.

\*\*\*\*\***DO NOT EDIT INFORMATION ABOVE THIS LINE**\*\*\*\*\*

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## APPENDIX C. LEADERSHIP TOOLS

### Association Policies And Practices

The Special Libraries Association has established [Policies and Practices](#) for various topics related to the Association and its operations. Some of the Policies and Practices were established for various program areas in the Association. These Policies and Practices are to serve as informational purposes for SLA Staff, SLA Board of Directors and SLA Association Units. The Policies and Practices are reviewed periodically to ensure that they are still current. If at anytime you have questions or comments, please do not hesitate to contact Stephanie A. Russell at [stephanie@sla.org](mailto:stephanie@sla.org) or 1-202-234-4700 Extension 632.

### Available Forms

[Annual Report Form](#)  
[Awards Nomination Form](#)  
[Call for Annual Conference CE Courses Form](#)  
[Chapter Visit Request Form](#)  
[Consultation Report Form](#)  
[Discussion List Request Form](#)  
[Label Roster Request Form](#)  
[Leadership Code of Responsibility Form](#)  
[Leadership Knowledge Center Input Form](#)  
[Quicken Software Request Form for Unit Treasurers](#)  
[Pooled Fund Application Request](#)  
[Pooled Fund Withdrawal Request Form](#)  
[Property Report and Auditor's Certification Form](#)  
[Statement of Liabilities Form](#)

### Available Handbooks

The following handbooks are available by contacting the Association's Leadership Department or online.

[Affirmative Action Handbook](#)  
[Bulletin Editors Handbook](#)  
[Fundraising Handbook](#)  
[Government Relations Handbook](#)  
[Chapter Program Planners Handbook](#)  
[Program Planners Handbook<sup>1</sup>](#)  
[Strategic Planning Handbook](#)  
[Mentorship Handbook](#)

[Public Relations Handbook](#)  
[Tax and Legal Handbook](#)  
[Unit Treasurer Policy & Procedure Manual](#)

<sup>1</sup>NOTE: The Annual Conference Program Planners Handbook is distributed to Program Planners at the Winter Meeting eighteen months for planning programs at the Annual Conference. For a more information about the Program Planners Handbook contact SLA.

### **LEADERS.COMmunique**

View current and past monthly issues of e-newsletter for SLA leaders, *LEADERS.COMmunique* (formerly Leadership Update) at <http://www.sla.org/content/resources/leadcenter/leadresour/update/index.cfm>

### **Leadership Knowledge Center**

In addition to the Practices outlined in the document, another useful resource is the Leadership Knowledge Center. [SLA's Leadership Knowledge Center](#) is a database of SLA Unit Best Practices. The goal of the Leadership Knowledge Center is to provide a resource to help SLA unit leaders in administering a successful and efficient unit. The database can be searched by topic by Chapter, Division or Caucus. Best Practices can be added to the Leadership Knowledge Center using the [input form](#).

### **Robert's Rules of Order**

In 1876 General Henry M. Robert set out to bring the rules of the American Congress to members of ordinary societies with the publication of *Pocket Manual of Rules of Order*. It sold half a million copies before this revision of 1915 and made Robert's name synonymous with the orderly rule of reason in deliberative societies. SLA meetings are commonly run utilizing Robert's Rules. For full-text of this Manual see: <http://www.bartleby.com/176>

### **SLA Unit Surveys**

A listing of surveys and assessments carried out by SLA Chapters, Divisions and Caucuses (SLA Units) in the last few years can be found at <http://www.sla.org/content/resources/research/unit-surveys.cfm>  
Links have been added to online versions where available.

### **SurveyMonkey**

The Association's Leadership Department offers an online survey tool to make your job easier and at no cost to you. We've set up an account for you to use an online survey tool at <http://www.SurveyMonkey.com>.

Your sign-in e-mail is: [leadership@sla.org](mailto:leadership@sla.org); and password: slaunits.

You can request a current listing of your unit's e-mails by completing the label/roster request form at: [www.sla.org/content/leadership/resource/requests.cfm](http://www.sla.org/content/leadership/resource/requests.cfm) or send the survey link to your discussion list.

Tips for developing a survey can be found at:  
<http://www.sla.org/content/resources/leadcenter/leadresour/update/August.cfm#survey>