

SLA New England – Chapter Practices Manual - Revised 9/2017

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I. OVERVIEW

ABOUT CHAPTER PRACTICES

Chapter Practices documents SLA New England Chapter operations. It outlines roles, responsibilities, and processes for all chapter leaders. It also serves to outline the relationship between the chapter (aka unit) with other chapters, divisions, association staff, and association appointed/elected leaders.

SLA NEW ENGLAND CHAPTER HISTORY

SLA New England (originally known as SLA Boston) was first established in 1910 and is the oldest chapter in SLA. The chapter represents Vermont, Maine, New Hampshire, Massachusetts, and Connecticut with the exception of Fairfield County. In 2011, the chapter changed its name from SLA Boston to SLA New England. In 2010, the chapter celebrated its centennial birthday. For the event, Ruth Seidman prepared a [SLA Boston Centennial History document](#). As of 2017, the chapter has been the home chapter to 12 SLA Presidents. **ADDITIONAL RESOURCES:** Lists of [Past Chapter Officers](#) | [Past Meeting Minutes](#)

SLA NEW ENGLAND CHAPTER TRADITIONS

Annual Business Meeting is held in November/December, and oftentimes it has been a catered, dinner meeting. Members may attend the business meeting portion free of charge in person or participate via conference call/web. This meeting:

- introduces newly elected Executive board members to the chapter
- provides members with a summary of chapter events during the year
- recognizes chapter award winners,
- outlines incoming President's vision for the new term
- any votes on changes to chapter bylaws

Day on the Job (DOTJ): Since 1980, the chapter has organized an annual program called Day On the Job (DOTJ). The program is a networking opportunity for LIS students to connect with library and information professionals typically at their workplaces. The program allows students to learn more about special libraries.

Annual Conference: Over the years the chapter has offered stipends to students and members to attend the annual conference. In addition, the chapter has held a chapter get-together at the conference and since 2015 has co-sponsored the East Coast Reception with other chapters (notably SLA DC and SLA NY).

Fall Programming: For many years, the chapter hosted a "Fall Social" in September to facilitate everyone getting back together after the summer. In recent years, the chapter has held a Fall Conference to support professional development and networking. Typically, this conference is held at a location central to all members.

Annual Conference Stipends: Over the years, the chapter has awarded the following annual conference stipends: Student Stipend, Diversity Leadership, Professional Development, and Chapter Leadership.

Awards: Each year the chapter awards honor outstanding members. Award description and list of recipients are available at <http://newengland.sla.org/member-benefits/awards>

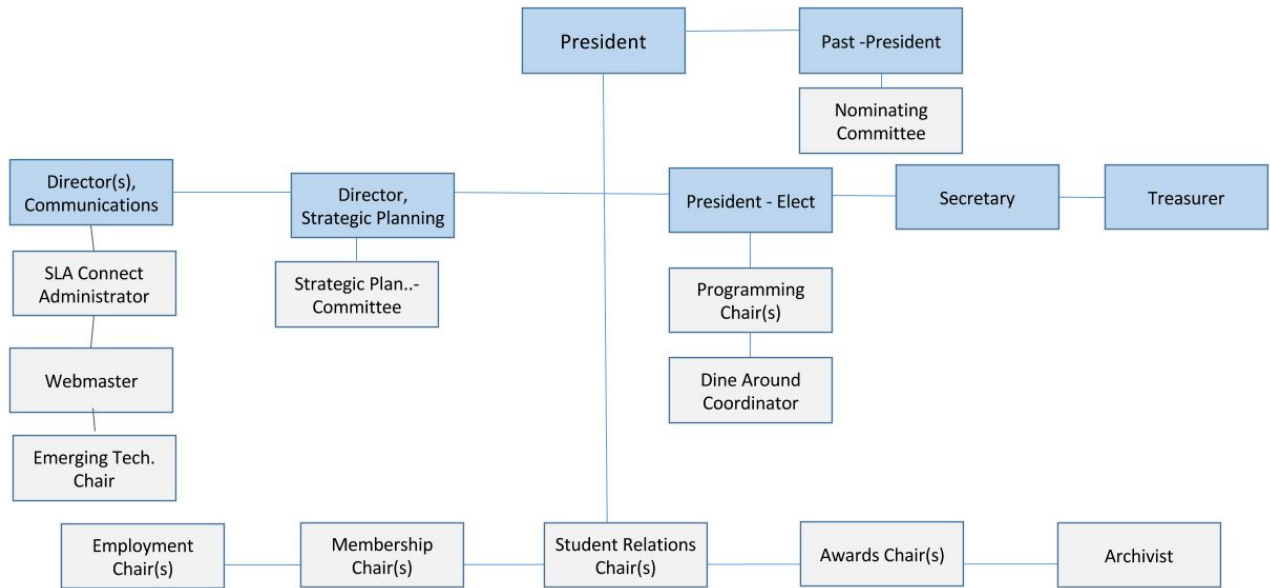
II. THE BOARD

The “Board” represents members of Executive and Advisory Boards. Executive Board is composed of elected officers and Advisory is composed of appointed chairs/representatives. The President serves as chair of both boards. Board term begins on Jan 1st and concludes on December 31st. The below table outlines key responsibilities for all board members described in this document.

Board Activities	Executive Board	Advisory Board
Elected by chapter	X	
Appointed by President		X
Can vote on motions at Chapter Board Meetings	X	
Communicates with the board using the SLA Connect – SLA New England Leadership Community. Recommendation: set frequency to real-time.	X	X
Attends Board Meetings	X	X
Submits Board Status Reports (https://drive.google.com/drive/folders/0B06np9gZMbLdaFFaeVFpdV9feGc)	X	X
Must Sign Leadership Code of Responsibility	X	
Recruit committee members	X	X
Reviews applicable governing documents and chapter practices sections	X	X
Maintains relevant documentation in SLA New England Google Documents	X	X
Attends trainings and reviews documentation applicable to his/her position	X	X
Ensure smooth and timely succession	X	X

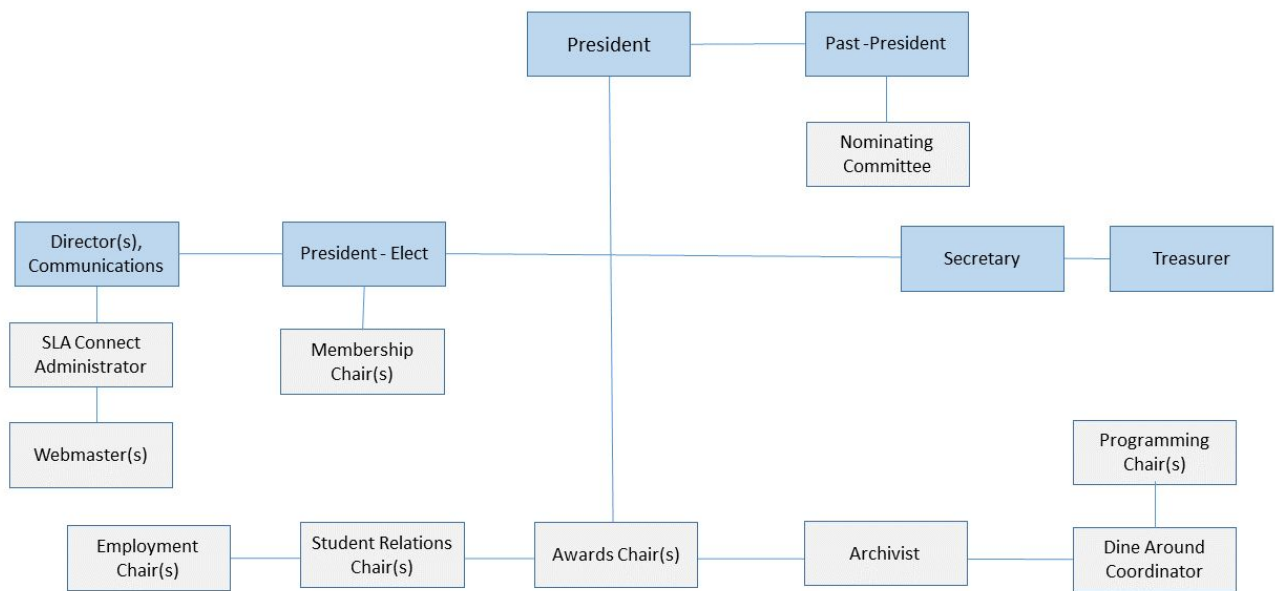
ADDITIONAL RESOURCES: [Welcome to the Board Email/Checklist](#)

2017 SLA New England Org. Chart



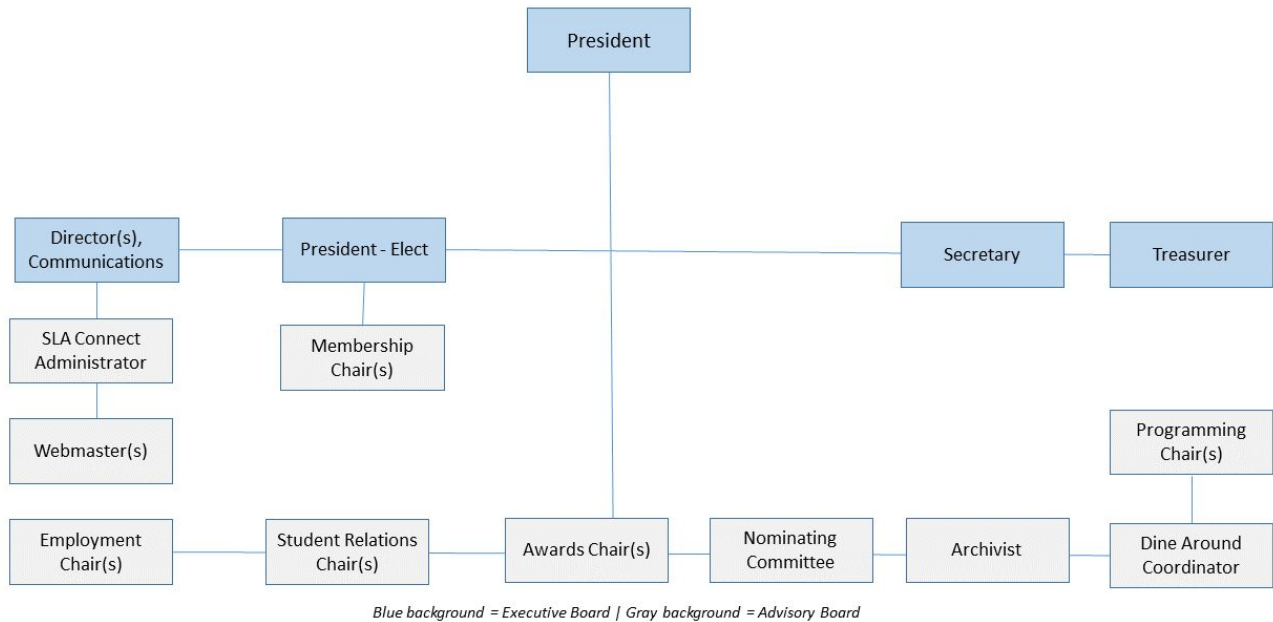
Blue background = Executive Board | Gray background = Advisory Board

2018 SLA New England Org. Chart



Blue background = Executive Board | Gray background = Advisory Board

2019 SLA New England Org. Chart



III. EXECUTIVE BOARD

The Executive Board is comprised of the elected officers of the Chapter (President, President-Elect, Secretary and Treasurer, Directors (3) and Past President).

GENERAL RESPONSIBILITIES

- Must read and sign [The Leadership Code of Responsibility](#) by January 15th.
- Adheres to all Association [Chapter Leadership Deadlines and Responsibilities](#)
- Thorough understanding of governing documents and description of his/her role in this document.
- The Executive Board shall hold a minimum of one meeting annually. Executive board members should make **every** effort to attend meetings and if unable to attend provide a status report to President prior to meeting. Additional meetings may be held by call of the President, 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.
 - **NOTE:** Members of the Advisory Board should participate in all Board meetings except for those called by the President as Executive Session meetings for discussing confidential or sensitive information.
 - **NOTE:** For all non-Executive session meetings, the President is encouraged to open board meetings to all members to promote transparency and participation.
- Provides a brief report for each board meeting and an annual report. [View Template.](#)
- Approves amendments to the Chapter's Governing Documents before presentation to the Advisory Board and Chapter membership.
- Approves contracts and agreements entered into by the chapter. **Any contract or expense exceeding \$5,000US must be approved and signed by HQ.**

- Appoints a successor in case of the resignation of any officer except the President. The President-Elect automatically succeeds as President if the President resigns. A new President-Elect is then appointed.
- Maintains documentation in applicable SLA New England Google Docs folder.
- Ensures successful transition to successor in a timely fashion and if deadline is not specified in document then complete transition by December 31st.

VOTING

As a practice, Boards are encouraged to have conference calls and meetings that include the Executive and Advisory Boards, 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 (non-elected officials) 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. The President votes in case of a tie. Electronic votes conducted via email or conference call are to be recorded by the Secretary at the next Board meeting.

1. ELECTRONIC VOTING

As SLA chapters 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.

2. VOTING PROCEDURE

- Call for a motion – President asks ‘Is there a motion?’
 - EX. Is there a motion to approve the 2012 Strategic Plan as presented?
- Motion – Someone on the board moves, describing the motion
 - EX. I move that we approve the 2012 Strategic Plan as presented.
 - EX. So moved
- Is there a second? / I second – President asks for a second to the motion. In some cases, someone will second the motion without being asked.
 - EX. Is there a second. Someone (not the President or person who made initial motion) seconds.
 - EX. I second the motion.
- All in favor say Aye/Yea –President asks.
 - EX/ Aye. Yes. Yea.
- All opposed say No/Nay—President asks.
 - EX. No/Nay
- Any abstain? –President asks
 - Ex. I abstain
- Motion is passed/rejected. –President tallies votes and determine if the motion is approved or rejected.

IV. CHAPTER PRACTICES FOR EXECUTIVE BOARD (AKA OFFICERS)

[Comment: Each Chapter is required to have an elected President by the Chapter's Governing Document.] The Chapter President serves a year term beginning January 1st concluding December 31st. S/he is responsible for chapter operations and ensuring a smooth transition for the President- Elect. The Chapter President is also the Chair of the Executive and Advisory Board. S/he is also a member of the Chapter Cabinet and represents the chapter at Chapter Cabinet meetings typically held at the Annual Conferences.

1. RESPONSIBILITIES

Represents the chapter and the association

- Is current with SLA initiatives, policies, organizational outlook, and issues concerning chapter and association. S/he must have a solid understanding of the Association's inner workings and concerns to have a successful presidency.
 - Attends in-person/virtual open SLA Board of Directors monthly meetings and SLA President monthly web chats.
 - Attends in-person/virtual leadership development meetings. S/he must review documentation available on the Association's [Chapter Leadership](#) web page or [SLA Connect](#).
 - Attends Chapter Cabinet meetings and any Joint meetings of the Chapter and Division Cabinets at the Association's Annual Conference and Leadership Events. All Chapter Presidents and Presidents-Elect constitute the Association's Chapter Cabinet. **Attendance is required.**
 - If either the President or President-Elect is unable to attend a meeting, the Chapter President must appoint another Chapter member, preferably an officer, to represent the Chapter.
- Must be fully informed of Association's position(s) when asked to speak or act officially on matters. If a position is known and appears in writing, then it should be quoted to ensure consistency of response.
- Seeks advice or request an official statement when the Association's position is unknown. The President should begin with chapter's Board Liaison and depending on the matter contact the Association President and/or Executive Director.
- Works with the Director of Communications and SLA Connect Administrator to bring all pertinent information before the Chapter membership. As President, it is very important to keep members informed and engaged.
- Is administrator for the SLA New England Leadership Community on SLA Connect.

Leads Chapter Operations

- Reads the Chapter's Governing Document and Practices Manual thoroughly to understand roles/responsibilities of the board and overall chapter operations.
- Makes decisions on Chapter policy; refers questions to the appropriate Chapter officer/chairs or the entire Executive and/or Advisory Boards.
- Recommends to the Board any measures that will further the objectives and improve the effectiveness of the

Chapter.

- Presides at Chapter board meetings, including the Annual Business Meeting.
- Serves as ex-officio member of all committees except the Nominating Committee.
- Appoints chairs for all committees and other non-executive board positions for a specific term of office. If any position becomes vacant during the year, President may appoint a new person to the role.
- Informs the Leadership Department at the Association Office of appointment/changes throughout the year of elected and appointed offices.
- Informs the Leadership Department at the Association Office at once if the Chapter appoints a representative to another professional society.
- Ensures that all members of the “board” have appropriate access to SLA New England Google Documents.
- Ensures all members of the “board” are successfully onboarded to fulfill their positions.
- **Chapter Leadership Stipend:** Selects one officer/chair to receive a stipend to attend the Annual Conference. Selection should be based on him/her: a) showing outstanding leadership potential; and b) having not received the stipend in the past 5 years. The attendee is required to attend one session/meeting related to his/her role or improving understanding of SLA operations.
- Collaborates with Treasurer on chapter’s annual budget.
- Holds check signing authority in addition to the Treasurer and President-Elect
- Recommends to the Board, via their Board Liaison, any measures that will further the objectives and improve the effectiveness of the chapter.
- Sends copies of all reports, publicity, etc., to the chapter archivist (or another designated chapter member).
- Ensures all required reports are submitted by the stated deadlines. Regardless of which Chapter officer or committee chair has the responsibility for preparation and distribution of a report, the Chapter President is responsible for ensuring that all deadlines are met. Any missed deadline may result in the loss of the chapter’s dues allotment. See [Association Policy for Reporting Requirements for SLA Units](#).

Ensures President-Elect is prepared for his/her year as President and fully aware of chapter operations.

- Copies Chapter President-Elect on all correspondences to assure that the Chapter President-Elect is fully informed on all business of the Chapter and the Chapter Cabinet. This practice keeps the President-Elect both informed and prepared to substitute for the President, in case of an emergency.
- Mentors the President-Elect and provides him/her the skills, support, and resources to lead the chapter.
- Serves a one-year term on the Chapter Board as Past President once term concludes. **NOTE: With the 2019 term, the Past President will no longer serve on the board.**

2. KEY PRESIDENT TRANSITION DATES

Date	Activities	Notes
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November/December	Annual Business Meeting – Gavel Passed	Although Gavel is passed, Presidency does not begin until January 1 st .
December 1 st	Complete knowledge transfer: FROM soon to be Past President TO soon to be President	Soon to be Past President provides up-to-date documentation to ensure a smooth transition. This documentation must be stored in SLA New England Google Docs folder. S/he must review documentation in-person or virtual. S/he must make the soon to be President aware of any in progress actions/issues.
December 15 th	Complete knowledge transfer: FROM soon to be President TO soon to be President-Elect	Soon to be President provides up-to-date documentation to ensure a smooth transition. This documentation must be stored in SLA New England Google Docs folder. S/he must review documentation in-person or virtual. S/he must make the soon to be President-Elect aware of any in progress actions/issues.
December 31 st	Sends copies of all reports, publicity, etc., to the Chapter Archivist (or another designated Chapter member)	
January 1 st	Assumes Presidency	
January 15 th	Submits proposed budget (sans programs) to Executive Board.	Works with the Treasurer on budget. Seeks input from officers and chairs.
January 31 st	Presents motion to approve budget (sans programs) to the Executive Board	

ADDITIONAL RESOURCE: [Presidential Timeline/Milestone Document](#) details all key activities. It is stored in the SLA New England Google Docs Folder. It is the responsibility of the President to update this document.

CHAPTER PRESIDENT-ELECT

The Chapter President-Elect term is for one year followed by a year term as President. S/he is responsible for understanding chapter operations and developing a leadership approach for his/her term as President. The President-Elect will substitute for the President in his/her absence. In the event of disability or withdrawal of the President, the title and all duties and obligations shall be assumed by the President-Elect. S/he has the following responsibilities:

- Has thorough understanding of all chapter governing documents and manuals.
- Learns during the year as President-Elect, as much as possible about the operation of the Chapter so that when s/he assumes presidency the following year, a smooth transition will occur.
- Attends meetings. The Chapter President-Elect is required to attend the same meetings as the Chapter President.

These meetings are detailed under the Chapter President's Meeting Attendance section of this document.

- Attends in-person/virtual open SLA Board of Directors monthly meetings and SLA President monthly web chats.
- Attends in-person/virtual leadership development meetings. S/he must review documentation available on the Association's [Chapter Leadership](#) web page or SLA Connect.
- Attends Chapter Cabinet meetings and any Joint meetings of the Chapter and Division Cabinets at the Association's Annual Conference and Leadership Events. All Chapter Presidents and Presidents-Elect constitute the Association's Chapter Cabinet. **Attendance is required.**
- Acts as Programming Co-chair (for 2017 term). ***With 2018 term, s/he will lead efforts to communicate/engage with members. The Membership Committee will report to President-Elect.*** See [Membership Committee section](#) for additional details.
- Performs any other duties as required for operation of the Chapter and the request of the President.
- Holds check signing authority in addition to the Treasurer and President.
- Recruits Advisory Board members to serve during his/her presidency.
- Provides the Association Office with the names of all Unit and committee officers elected and appointed to serve the Unit. Forms for submitting this information are supplied by the Association office.
 - [Chapter Elected Form](#) (due October 10)
 - [Chapter Appointed Form](#) (due December 1)

NOTE: The completed forms should be submitted to the Association office by December 1st. Failure to report the names of officers and committee appointees before December 15 may result in the untimely addition of individual's e-mail addresses to the appropriate Connect community.

- **As incoming President provides up-to-date documentation to incoming President-Elect.** Documentation must be stored in SLA New England Google Docs folder. S/he must review documentation in-person or virtual. S/he must make the soon to be President-Elect aware of any in progress actions/issues by **December 15th**.

ADDITIONAL RESOURCE: [2018 Presidential-Elect Timeline/Milestone Document](#) details all key tasks/activities. The document is stored in the SLA New England > SLA NE Board Activity > Chapter Operation Google Docs Folder. It is the responsibility of the President-Elect to update it.

CHAPTER SECRETARY

[Comment: Each Chapter is required to have an elected Secretary by the Chapters Governing Document. This position is sometimes combined with the Chapter Treasurer.] Chapter Secretary is elected to a two-year term. Officer has the following responsibilities:

- Records and distributes minutes of all Chapter board meetings including annual business meeting. Minutes are a record of the proceedings of a meeting. They should contain a record of actions taken at the meeting.

The first paragraph of the minutes should include the following information:

- Kind of meeting: Annual Business meeting or Executive Board or Board Meeting;

- o The name of the Chapter;
- o The date, time and place of the meeting;
- o The name of the convening officer and secretary or their substitutes, and if an executive board meeting, the names of those present;
- o Whether the minutes of the previous meeting were read and approved or corrected.

The body of the minutes should contain:

- o A separate paragraph for each subject discussed;
- o The wording of each motion (the name of the seconder does not need to be entered);
- o If the motion was approved, failed, failed for lack of a second, amended, postponed, or referred;
- o If there is a count taken of a vote on a motion, the count must be recorded;
- o Depending on the nature of an officer/committee report, it can be summarized by the secretary or included intact in the minutes;
- o 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.

Meeting Minutes Management Process

- Prepares minutes as soon as possible after the meeting. A draft should be emailed (via SLA Connect – SLA New England Leadership Community: sla-cnel@connectedcommunity.org) to all Executive and Advisory Board members who were present at the meeting. **Comments and corrections must be sent to the Secretary within 10 days.** The final version of the minutes is emailed to the Executive Board for approval. Executive Board members may vote electronically to approve the minutes or at the next board meeting.
- Sends a copy of the minutes to the Leadership Department at the Association Office (leadership@sla.org).
- Posts approved meeting minutes to SLA -Connect – SLA New England Open Member Community (sla-cneo@connectedcommunity.org).
- Confirms meeting minutes have been posted to the chapter website's [Meeting Minutes](#) page.
- Maintains a file of current records on Google Documents as requested by the Chapter President. At the end of the Association year, archival material should be transferred to the Chapter Archivist. **NOTE:** It is preferable to have two-year overlapping terms for secretary and treasurer to assure continuity of records.
- Ensures incoming President and incoming Secretary has a copy of unapproved Annual Business Meeting Minutes.

TREASURER

[Comment: Each Chapter is required to have an elected Treasurer by the Chapter's Governing Document. This position is sometimes combined with the Chapter Secretary but cannot under any circumstances be combined with

the Unit Leader to ensure checks and balances.] Chapter Treasurer is elected to a two-year term. Officer has the following responsibilities:

- Maintains all financial records of the Unit in accordance with Association Practices and submits required reports to the Association office accurately and on time.
- Collects, deposits, and expends funds for the chapter as requested and authorized by the President. In addition, to arrange for the President and President-Elect to have signing authority at the beginning of each year.
- Prepares, signs, and submits an audited year-end financial statement for each fiscal year ending December 31. Forms can be accessed on the Association web site in the [SLA Treasurer's Community](#). The completed form must be submitted to the Director of Finance at the Association office by January 31. Each chapter's year-end financial statement must be certified as to its accuracy by the auditor appointed by the Chapter Treasurer.
- Reports the fiscal condition of the Unit to the Executive Board at each Board meeting.
- Prepares the budget with the President for approval at the first Board meeting of each new calendar year, and to submit these to the Membership Department of the Association office by January 31.
- Monitors chapter fundraising activities to ensure that they follow Association Practices.
- Collaborates with Programming Chair and Partner Relations Chair:
 - a) advises Executive Board on sponsorship packages and programming budget(s)
 - b) invoices vendors for any financial agreements between partners and the chapter.
- Provides documentation and financial records to incoming treasurer by December 15th to ensure a smooth transition.

ADDITIONAL RESOURCES: Consult the [SLA Treasurer's Community](#) on SLA Connect.

IMMEDIATE PAST PRESIDENT

Immediate Past President serves a one-year term on the Executive Board and acts as an advisor to the President. S/he has the following responsibilities:

- Serves as Nominating Committee Chair;
- Undertakes special projects at the request of the President;
- Revises Governing Documents and Chapter Practices Manual, as needed.
- If the position of Archivist is not filled, then s/he serves as Chapter Archivist.
- As of 2019, this role will not be a part of the Executive Board.

DIRECTORS

[Comment: The Chapter may elect one or more Directors. Chapters are encouraged to have additional elected Director positions to increase the number of voting members of the Executive Board. Chapters that have specific Director positions such as Director - Vendor Relations, Director- Membership, or positions with other define duties, should be included here. Please customize and add Director position descriptions, as applicable] Directors will have a two-year term and be elected in alternate years. **President and President-Elect will inform Executive Board and**

Nominating Committee on needs by July 1st.

3. DIRECTOR, STRATEGIC PLANNING

The purpose of strategic planning is to assist the Chapter in establishing priorities and to better serve the needs of the membership. The [strategic plan](#) is a framework for decision making to enable the SLA Chapter officers, committees, and members to drive the future in support of SLA's vision, mission, and priorities. It serves as an essential and valuable roadmap to guide the Chapter's direction for a 3-5 year period. S/he will have the following responsibilities:

- Communicates to the board and chapter about progress of strategic plan implementation;
- Stays in touch with chapter sentiment and advises the board accordingly;
- Surveys members on a regular basis (every 18 months) to remain current with issues and trends of important.
- Reviews strategic plan on a regular basis and revises when appropriate during his/her term. Any revision must be submitted to Executive Board for approval.
- Aligns plan with [SLA's overall Strategic Plan](#).
- This position will not be up for election in 2018.

4. DIRECTOR, COMMUNICATIONS

The Director of Communications is responsible for establishing and maintaining communication channels between the Chapter board and Chapter members. Keeping members engaged and informed is critical to the chapter's success. Members and non-members need to be aware of the benefits of SLA membership. SLA Connect Administrator, Webmaster and Emerging Technologies Committee report to him/her.

- Promotes programs, events and news of interest to members; elicits announcements and reminders from officers, committee chairs, and members. Uses Social Media Outlets, SLA Connect, and Chapter website.
- **Responsible for the chapter website.** Ensures it provides a great user experience for visitors and is current. Provides Webmaster tasks and deadlines.
- Recruits writers for the SLA New England Chapter website.
- **Responsible for Social Media Tools/Outlets.** Recommends tools/outlets to use and define rules for use. Every year, reviews tools/outlets and identify which ones to sunset or continue to use. S/he may work with Emerging Technologies Committee.
- Coordinates social media volunteers and approve content that they post to different social media outlets.
- Works with SLA Connect Administrator to ensure that communications align and outreach is optimal.
- Maintains list of organizations/contacts to send program announcements.
- Maintains a document with all social media accounts and passwords.
- Keeps track of all usage across all communication outlets. Advises board on how best to engage with members and non-members.
- Incorporates Association's Recommended Best Practices (e.g. Unit Communication Toolkit) in

communication and web strategy. Adheres to SLA Brand Guidelines.

- Ensures incoming SLA Connect Administrator, Webmaster, and Emerging Technologies Chair are successfully onboarded to their roles.

ADDITIONAL RESOURCES: [SLA Communication Resources](#)

V. CHAPTER PRACTICES FOR ADVISORY BOARD (AKA CHAPTER COMMITTEES)

The Chapter Advisory Board consists of all non-elected Chapter representatives and committee chairs. These positions, are appointed by the President for a one-year term. Advisory board members have the following responsibilities:

- Reviews all documentation including this document that pertains to his/her position.
- Recruits for committee members as needed for collaboration and sharing workload. **Note:** President may recruit for additional committee members too.
- **Attends at least one chapter board meeting in a calendar year. NOTE:** A board meeting is the forum to discuss chapter activities, to share knowledge, and to address concerns. **It is strongly encouraged that chairs and representatives attend.** It takes a team to lead this chapter and a benefit of working on the “board” is engaging with colleagues.
- Prepares a brief status report of activities for each Board meeting held regardless of attendance [View Template](#).
- Although unable to vote on motions, advisory board members are encouraged to share their observations. The Chapter seeks a consensus opinion from the Advisory Board in all matters. If consensus is not achieved, the Advisory Board should make opinions known the Executive Board who will then vote.
- Maintains documentation in applicable SLA New England Google Docs folder.
- If representative/chair resigns from position, then
 - s/he must provide resignation in writing to the President
 - s/he must be available to transition to the incoming representative/chair. S/he must provide up-to-date documentation and inform incoming person(s) of any in progress items.

The appointed positions and committee chairs listed below are those currently in use by the SLA New England Chapter. However, the Chapter Board may decide to combine or eliminate positions, if all functions required by the Association are fulfilled.

ARCHIVIST

The SLA New England Chapter maintains its own archives. Since Chapters are part of the Special Libraries Association, all archives are, ultimately, the property of the Association. The SLA New England Chapter will treat its archival material with the highest level of professional competence.

The archives must be in a location easily accessible to chapter officers or members but 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. The SLA New England Chapter archives are located at Simmons College, Boston, MA. Archivist has the following responsibilities:

- Maintains non-current documents, photographs, correspondence and publications of the Chapter.
- Solicits archival materials from Chapter officers, committee chairs and appointed positions. Must request that materials are provided by December 31st.

- Sorts, files and weeds collections, retaining only materials of genuine historical importance.
- Retrieves information and/or makes files accessible to Chapter Board.
- Defines a record retention/document control plan
- Determines a strategy for digitizing documentation
- Updates chapter history documents, as needed
- Presents to board opportunities to promote chapter's history to members
- Stores digital archived documents on chapter website.
- Familiarizes himself/herself with the Practices for Unit 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 IT Director at the Association office.

ADDITIONAL RESOURCES: [Practices for Chapter Archives](#)

AWARDS COMMITTEE

The Awards Chair is responsible for appointing at least two additional Chapter members to form an Awards Committee. Typically, a Past President serves as Chair of the Awards Committee. Chair has the following responsibilities:

- States guidelines and makes a call for nominations for Chapter awards to all Chapter members on SLA Connect SLA New England Open Community and other communication outlets.
- Selects and contacts recipient(s) of award(s). Informs him/her that the announcement will be made the Annual Business Meeting (ABM). **Note:** Recipient(s) attends ABM free of charge and can have one family member attend free of charge too.
- Purchases the award certificates and presents the awards at the Annual Business Meeting.
- Announces the award winners to membership on SLA Connect SLA New England Open Community.
- Nominates or coordinates the nomination of qualified candidates for other local and [SLA Association-level awards](#).
- Maintains files of past candidates for awards to assist with documentation in the future.
- Chapter Awards are:
 - **Chapter Achievement:** Awarded to an individual who has done an outstanding job in her/his committee assignment(s) this year.
 - **Distinguished Service:** Awarded to an individual who has, consistently over the years, given her/his time and efforts to ensure the continuing success of the Chapter.
 - **Special Recognition:** Awarded to an individual who is recognized as a life-long contributor to the chapter and the organization. Traditionally, this award is given when someone "retires" from active Chapter activities and/or the profession.

ADDITIONAL RESOURCES: [Awards Folder and Checklist](#) .

DIVERSITY LEADERSHIP DEVELOPMENT SCHOLARSHIP COMMITTEE

The Diversity Leadership Development Scholarship Committee encourages and assists members of ethnic minority groups in pursuing careers as special librarians and information professionals. The chair has the following responsibilities:

- Identifies resources and programs to encourage diversity
- Oversees award process for [Diversity Leadership Development Scholarship](#). This award is given to a chapter member in good standing who exhibits a commitment to outreach to ethnic minority groups.
 - Recruits a committee to select stipend recipient.

- Promotes stipend on SLA Connect – SLA New England Community
- Ensures post-award requirements are met
- Maintains list of past recipients

ADDITIONAL RESOURCES: Consult the [Affirmative Action Handbook](#).

EMERGING TECHNOLOGIES COMMITTEE

The Emerging Technologies Chair leads efforts to introduce technologies in SLA New England practices, working with other chapter committees as appropriate. Chair has the following responsibilities:

- Reports to Director of Communications
- Maintains a list of all technologies used by the chapter and recommends which ones to sunset.
- Recommends new technologies to streamline chapter operations to the board.
- Educates SLA New England Chapter membership on latest technologies and provides insight on application in libraries. This education can be in the form of posts via social media outlets, chapter website, SLA Connect, or in-person/virtual programming.
- Acts as liaison to the SLA IT Division, NEASIS&T, and other appropriate organizations.

EMPLOYMENT COMMITTEE

The Employment Committee provides professional development and job resources to the SLA New England membership. Chair has the following responsibilities:

- Promotes the SLA New England Job Index to members and employers on the chapter website, social media, and SLA Connect.
- Posts job announcements to the Job Index on the chapter’s website. Ensures the currency and accuracy of announcements.
- Maintains the SLA New England Job Index email account (slanewenglandjobs@gmail.com) account to receive job postings and to respond to any questions.
- Provides professional development and employment guidance to Chapter members as requested. This responsibility can be in the form of posts to chapter social media outlets, SLA Connect, or website. Or in the form of an in-person/virtual program.
- Acts as a liaison with the Association’s [Career Services Office](#) and [Professional Development Advisory Council](#).
- Awards the [Professional Development Stipend](#) to a current SLA New England member to attend the Annual Conference.
 - Recruits a committee to select stipend recipient.
 - Promotes stipend on SLA Connect – SLA New England Community and chapter website.
 - Ensures post-award requirements are met
 - Maintains list of past recipients

MEMBERSHIP COMMITTEE

The Membership Committee is responsible for the growth and retention of chapter membership. The chair has the following responsibilities:

- Reports to President-Elect
- Implements tactics based on President's Goals for Membership Engagement
- Appoints at least two additional committee members, subject to the approval of the President, to carry out

responsibilities.

- Maintains up-to-date membership records as received from the Association office and alerts the Association office of irregularities with membership lists.

Membership Committee and Membership Engagement (association level)

- Is up-to-date on association level Membership Committee's initiatives/policies; communicates these initiatives/policies to the board and members.
- Implements recommendations/policies of the association level Membership Committee
- Stays current on association level and chapter level benefits. Advises chapter on benefits to provide members.
- Ensures that the chapter is using the current versions of brochures/flyers/resources. **NOTE:** Contact the Association's Membership Department via e-mail at membership@sla.org for up-to-date information.
- Contacts Membership Engagement - at the association level - on how to gain access to membership committee resources
- Contacts Membership Engagement - at the association level - on questions and needs related to membership

Communications with members

- Sends 4X a year the following emails that:
 - Membership Newsletter
 - Welcomes new members
 - Thanks, members for renewing membership
 - Encourages lapsed members to renew membership and/or better understand decision. **NOTE:** Personal telephone calls or e-mails from other members or officers are particularly effective. These emails should be reviewed and updated for currency as it is oftentimes the first communication members get from the chapter.
- Utilizes the SLA Unit Toolkit for communications with members.
- Troubleshoots any membership issues to the board or Membership Engagement - at the association level
- Sends SLA New England Members Benefit web page updates (<http://newengland.sla.org/member-benefits>) to webmaster
- Promotes any membership engagement efforts initiated at the association level (e.g. recruitment campaigns)

Membership Committee and the Chapter Board

- Communicates to the board any association level Membership Engagement updates
- Ensures chapter board is aware of new marketing materials provided by the association and posts to the applicable Google Docs Folder
- Submits a status report at every board meeting that includes the following stats
 - Total # of members and change from December 31st.
 - Total # of new members
 - Total # of emails sent to new members/renewing members/lapsed members

Membership Engagement Communication Activity Ideas

Following are posts that have been written in the past to support Membership Engagement.

- "Why am a SLA Member" -- Either the committee can answer this question or interview someone. (ex. <http://newengland.sla.org/archives/139327>)

- Member Profile - Interview one SLA NE member (ex. <http://newengland.sla.org/?s=member+profiles&x=0&y=0>)
- Division Profile:(ex. <http://newengland.sla.org/archives/category/division-profile>)
- Spotlights one SLA benefit - note this post should be short only a paragraph at most (ex. <http://newengland.sla.org/archives/139362> - it is lengthy but then again it focuses on 3 benefits)

ADDITIONAL RESOURCES: Consult SLA Connect - [Member Engagement Community](#).

NOMINATING COMMITTEE

The Nominating Committee consists of three members appointed by the President with the approval of the Chapter's Executive Board. Committee members should be experienced in Chapter operation and well acquainted with the interests and capabilities of Chapter members. The Committee must be appointed by July 1st. Historically, the chair has been the immediate Past President. Chair has the following deadlines and responsibilities:

DEADLINE

- **By July 1st:** Executive Board appoints Nominating Committee. President and President-Elect provide list of director positions to seek nominations.
- **August 15th (or 30 days before election):** Nominating Committee presents slate to chapter membership
- **October 1st:** Chapter leadership elections completed. Election reports for those eligible to hold office and vote; leadership history reports available.

RESPONSIBILITIES

- Solicits suggestions for candidates on SLA Connect – SLA New England Open and Member communities and other chapter communication channels.
- Meets with committee to discuss possible candidates and draw up a tentative slate.
- Contacts each potential candidate by phone or other means of communications to determine his/her willingness to serve.
- Requests written confirmation of willingness to serve and understanding of the position.
- Issues follow-up communication to each candidate, confirming the Committee's invitation to become a candidate, requests a brief bio and a recent photograph.
- Presents the slate of nominees (distributed by ballot) to the membership via the SLA Connect – Open and Member only communities and Chapter website by August 15th. A vote must take place even if it only includes one candidate for each office.
- Presents new officers to chapter membership at the Annual Business Meeting for term beginning January 1st.

PARTNER RELATIONS COMMITTEE

The Partner Relations Committee identifies opportunities to collaborate with vendors or other organizations to a.) reduce cost of programming and/or any initiatives and/or b.) promote a program/initiative that is mutually beneficial to the chapter and partner. Monetary is not the only means for sponsorship; as it can be in the form of meeting space, food/drink, tools/software, resources, swag, etc. Chair has the following responsibilities:

- Cultivates and maintains a healthy relationship between chapter members and partners. Events such as a vendor breakfast or partner/member roundtable are encouraged.
- Focuses attention on finding partnerships for Fall Conference and Annual Conference Stipends
- Defines Partnership Levels to support programming and initiatives throughout the year.

(<http://newengland.sla.org/partner-directory> and <http://newengland.sla.org/partners>)

- Proposes a fundraising activity to support programming and initiatives throughout the year. **NOTE:** Ideally this activity should occur in the spring.
- Maintains a master list of partners, primary contacts, and partnership status.
- Coordinates with program committee members to obtain partners and sponsors for programs.
- Contacts library supply houses, book dealers, subscription agents, microfilm service companies, consultants, online vendors and other library-related vendors to make them aware of partnership opportunities. Makes follow-up contact to vendors to inquire if they would like to build chapter partnerships. **NOTE:** In addition to traditional library partners, committee should think beyond these partners and identify new partnerships.
- Contacts SLA Division/Caucus/Chapter to partner. Must coordinate with Program Chair to ensure this is desired.
- Sends confirmation communications to vendors who have agreed to specific partnerships, outlining their vendor benefits, what they have agreed to contribute or supply, and information on where to send any checks.
- Ensures that program partner vendors are properly credited in announcements, program literature, website, and at program.
- Communicates invoicing information to Chapter Treasurer for any financial agreements between partners and the chapter. Sends information to Treasurer so that applicable links to program or other partnering material along with a note of thanks can be sent with invoice. Follows up with partner when payment has not been received.
- Adheres to [SLA Unit Fund Development Practice](#).
- If Partner Relations Committee Chair is open, then Program Committee is responsible for finding partnerships.

PROGRAM COMMITTEE

Programming Overview

Programming is the most important benefit that the chapter and SLA provides to its members. It is also the most effective new member recruitment. In person and virtual engagement provides members with professional development and networking opportunities. Traditionally, the President-Elect serves Programming Chair.

Program Planning

- Creates a plan for the entire term with focus on a Spring Event and a Fall Event.
- Plans the Annual Business Meeting.
- Sends a Programming Survey at the start of the term to determine the programming members desire.
- Given the chapter has members across a broad geographic area, it is encouraged to consider locations that allow for members from various areas to attend.
 - A Dine Around is way to ensure members can engage throughout the region.
 - Virtual Programming should also be considered as a method to connect members.
- Adheres to the Programming Planning Checklist
- Is responsible for appointing as many additional committee members as needed for successful programming.
- Joint programming with other chapters/divisions/professional associations (i.e. SLA Rhode Island/Academic Divisions/Massachusetts Library System/NEASIST) is encouraged.
 - Agreement on how the finances will be handled should be done early in program planning.
 - Vendor partnerships should be coordinated to avoid duplication.

Program Budget

- Creates a programming budget for the year OR per program. **NOTE:** Treasurer should review budget prior to presentation to Executive Board.
- Uses past registration fees to set fees for upcoming programs.
- Typical Fee Rates: Member | Non-member | Student | Unemployed | Retired
 - Non-Member should be higher than all other rates
 - Student | Unemployed | Retired should be less than Member
 - NEASIST members are charged at the member rate due to a mutual benefit agreement.
- If possible, programs should provide a net gain to the Chapter's operating budget.
- Works with Partner Relations. Programs should be planned so that vendor partnerships and registration fees cover their costs. **NOTE:** If Partner Relations Chair is vacant then it is the responsibility of the Programming Chair and Executive Board to find sponsorships

Logistics

- Arranges for speakers, panelists, exhibitors, films, etc.
- Makes arrangements with local facilities (e.g., hotel, conference center, or library) to host the meeting. Ensures that the correct size room is available. Oversees catering arrangements. **NOTE:** Given SLA is a 501 3c organization, the association is tax exempt. Please inform all parties of this fact to adjust billing to withhold tax.
- Uses Eventbrite for registration and Survey Monkey for program evaluations.
- Identifies members to staff a welcome table, distribute name tags and other materials, and assist in other ways with the activity.
- Works with Archivist on taking photos and capturing materials.
- Checks with Chapter President and other committee chairs/leads for special activities or announcements to be included in the program.
- **Unit Policy Note:** Attendee list published with Program Packets cannot list full contact information such as phone, mail or email address. Only provide name, and place of affiliation.
- Develops and implements policies and procedures related to program planning, such as program announcements, postponement, cancellation, walk-ins, and capacity issues.
- If hotel rooms are 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.

Promotion/Communications

- Collaborates with Director of Communication, Membership Chair, Student Relations Chair, and Partner Relations Chair on communication efforts.
- Oversees the announcement and registration for chapter events to ensure accurate and complete information (directions to the meeting place, cost, schedule, speakers, and registration form) is distributed.
- Ensures announcement(s) includes the sponsor; if a part of the sponsorship agreement.
- Uses SLA Connect, website and social media to announce and publicize meetings, including frequent reminders.
- Sends announcement and reminders to other library and professional associations, LIS Alumni associations, and relevant association.

Day of Program

- Acts as "master of ceremonies" for the day; introduces speakers, thanks and acknowledges vendor partners, makes announcements, thanks those responsible for local arrangements, etc.

Post-Program

- Writes "thank-you" notes to speakers.
- Send program evaluation (if applicable)
- Compiles and reports to the board a summary of the meeting, including the numbers and categories of attendees, income received, evaluations, the names of nonmembers, and the names of members wishing to become active.
- Nonmember contact information should be sent to the Membership Chair.
- Contact information for those wishing to become active should be given to the President and President-Elect or the appropriate committee chair.

Dine Around Coordinator

Dine Arouns are informal networking opportunities that can be held anytime/any day. Attendees pay for their own food and drink. Typically, 10-15 folks attend dine arounds, Dine Around coordinator reports to the Programming Chair and has the following responsibilities:

- Makes a call for Dine Around Hosts throughout the year.
- Maintains the Dine Around schedule to prevent conflicts.
- Provides information to hosts by sending the [Dine Around Host email](#).
- Maintains the [Dine Around Host Checklist](#).
- Maintains the [Dine Around Coordinator Checklist](#).

ADDITIONAL RESOURCES: For more ideas on program planning, please contact the SLA Learning & Success department at learning@sla.org.

SLA CONNECT ADMINISTRATOR

The SLA Connect Administrator reports to the Director(s) of Communications and administers SLA Connect – SLA New England Open and Member only communities. SLA Connect is used to disseminate information to the Chapter and to share information among members. Administrator has the following responsibilities:

- Maintains the chapter's SLA Connect – SLA New England Open and Member only communities.
- Posts messages on behalf of non-SLA members as requested
- Publicizes instructions and best practices for using SLA Connect to the board and members
- Promotes SLA Connect benefits and encourages use to the board and members
- Keeps community discussions active and engaging through posting seed questions and replying to unanswered posts.
- Explains system rules to members of the community, if needed.
- Monitors posts in the community and immediately addresses any discussions that go against [SLA Connect's Code of Conduct](#).
- Notifies the Board of problems with postings to SLA Connect that are defamatory, abusive, threatening, or illegal. The Administrator is responsible for suggesting to the Board any corrective actions that need to be taken.
- Maintains a welcome message.
- Receives and distributes messages from SLA Headquarters to subscribers, such as notices of SLA

online events (e.g., chats).

STUDENT RELATIONS COMMITTEE

Student Relations Committee develops a connection between the Chapter and students/faculty at library/information science programs. The committee works closely with the Simmons College SLA@Simmons group to promote the benefits of student SLA membership. Chair has the following responsibilities:

- Awards a [Student Stipend](#) to a LIS student to attend the Annual Conference.
 - Recruits a committee to select stipend recipient.
 - Promotes stipend on SLA Connect – SLA New England Community
 - Ensures post-award requirements are met
 - Maintains list of past recipients
- Organizes “Day-on-the-Job,” an annual program that connects librarians/information professionals with LIS students considering careers in special libraries.
- Submits announcements and articles concerning students, SLA Student Groups, and scholarships to SLA Connect – SLA New England Open Community.
- Communicates SLA benefits and chapter programs/initiatives to local SLA student chapter(s).
- Collaborates with Program Chair and/or local SLA student chapter(s) on programming/initiatives to foster students’ interest in SLA.
- Identifies opportunities, with Membership Chair, to recruit new student members.
- Is aware of local SLA student chapter(s) activities and needs. Communicates applicable updates to board.

ADDITIONAL RESOURCES: [Student Relations Committee Milestone Document](#)

WEBMASTER

S/he reports to the Director of Communications and is responsible for updating the website and troubleshooting any issues. Additional responsibilities are:

- Is first response when issues arise with the website. Immediately informs chapter of any outages and executive board of any security breaches.
- Ensures that the Unit website’s content and hosting is securely backed up, and runs security scans on a regular basis
- Responds to website inquires or refers them to the appropriate office/chair
- Is the super administrator of the website; Sets roles and permissions for anyone who can edit the website. Validates who should have ability to edit the website.
- Provides training for to anyone designated by the President to edit the chapter website.
- Maintains an inventory of website pages
- Is proactive. Ensures website is current and links are functional. Elicits content from officers and chairs when necessary.
- Must have the following technical skills: intermediate HTML, solid understanding of responsive design/website/mobile best practices, familiarity with WordPress or content management systems in general
- Research and suggest new technologies.
- Adheres to SLA Brand Guidelines
- Subscribes to the SLA Connect – Webmaster community and communicates relevant information to the board
- Works on projects as assigned by the Director of Communication.

ADDITIONAL RESOURCES: [SLA Connect - Community for Unit Webmasters](#)

VI. POLICIES

ANNUAL CONFERENCE STIPENDS

- Chair(s) providing an annual conference stipend may decide if the recipient will receive a check prior to the annual conference to cover costs or provide receipts post-conference to the Treasurer for reimbursement.
- As approved by the Association's Board of Directors (April 2017), stipend recipient can pay the annual conference early bird rate, regardless of stipend notification date.

VII. UNIT STRUCTURE

GOVERNING DOCUMENTS

A Governing Document consistent with the bylaws of the Association may be created or amended. Model Unit Governing Documents and copies of other Units' governing documents can be requested from the Association office or from the Units themselves. Additionally, the [Association bylaws](#) are available on the Association website.

PROCEDURES FOR AMENDING THE UNIT'S GOVERNING DOCUMENT

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

1. At least six months prior to the Unit business meeting, send the proposed Governing Document to the Chair of the Association Joint Governance and Bylaws Committee for review, comment and approval.
2. Submit to the Unit's executive board for approval. Amendments may be proposed by the executive board, governance committee or 15 members of the Unit. Proposals originating in the executive board or in the Unit committee concerned with governance shall be approved by a majority vote of the Unit's 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 Unit membership for approval in accordance with the current Unit Governing Document. These governing documents may be amended by a two-thirds vote of the members present at any Unit meeting
4. If significant amendments are proposed to the Governing Document after it has been reviewed by the Association Joint Governance and Bylaws Committee, it is important to continue consultation with the Chair of the Committee in preparation for final approval.
5. After membership approval, Unit Leader 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 Joint Governance and Bylaws

Committee with space for signature and date on the last page. One signed original will be returned to the Unit.

7. Original signed copy retained in Unit's SLA Connect community.

8. Copies showing both signatures are sent to: Association Unit Leadership Department; Unit Cabinet Chair and Chair-Elect.

UNIT SUBGROUPS

GROUPS WITHIN CHAPTERS

In a number of the larger Chapters and in Chapters having a more concentrated membership in a particular discipline, groups have been established. These groups bring together common interests and carry out projects much as the Association's Divisions do, but within the Chapter's geographic confines. Groups are constituent parts of the Chapters. They may or may not bear direct relationship to the Association's Divisions. In a few instances, Chapter groups have been formed having no prototype in an Association Division.

The formation of subject groups in local Chapters is a Chapter function and depends primarily on the size and interests of the proposed group. The local groups may be formed by authorization of the Chapter's executive committee when an appreciable number of members express active interest. If a Chapter prefers to operate as one unit rather than with subunits, it is improper for a Division to encourage the organization of a group within a Unit.

Some groups meet at definite times in addition to Chapter meetings and are often responsible for one or more programs at the regular Chapter meeting. Occasionally, a portion of the regular program is allotted to the groups. Care should be taken that the group cooperates and does not compete with the Chapter. Groups should clear program dates with the Chapter program officer to avoid meeting date conflicts.

If the Chapter has sufficient funds, it is their responsibility to finance its groups. However, to assist in paying for group expenses (such as postage for meeting notices, etc.) it may be advisable to have some continued form of group membership assessment.

If a group plans a project that the Chapter approves but cannot finance, the Chapter may ask for a loan from the Association through the Chapter Cabinet Chair. Group activity may also be supported by Association Divisions through grants to the Chapters if the activity will benefit the whole Division. However, Division officers have neither the authority nor direct responsibility for group enterprises.

Chapter members considering formation of a group within a Chapter should give consideration to some of the potentially undesirable effects on the Chapter. For example, when the Chapter membership is largely concentrated in one group with only a scattering of group meetings attracting a larger number, the Chapter may thus give unequal service to its members. The size of the parent Chapter is an important factor in the formation and success of groups. A Chapter should take care to avoid creating a group that would segregate out some of the members. In the event of internal conflicts or disagreements within Chapters, the problem should be submitted for discussion and vote by the general membership of the Chapter. If this action does not resolve the problem, the problem should be brought to the Chapter Cabinet Chair for resolution.

CREATION OF NEW AND PROVISIONAL UNITS

A new Unit (Chapter, Division, or Caucus) may be authorized by the Association's Board of Directors upon written petition of 25 or more voting members of the Association who desire to participate in the activities of the proposed

Unit.

- A new Unit may be authorized by the Association's Board of Directors upon written petition of fewer than 25, but at least 15, voting members of the Association to be served by the proposed Unit and receive Provisional status. (See Practices policies linked below.)
- Approval of a Provisional Unit is limited to two years unless the Board approves a two-year extension.
- 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 authorize provisional Chapters as full Chapters upon submission of a statement of the proposed Chapter's name and geographical boundaries together with confirmation from the Association office that the provisional Chapter has maintained a membership of 25 or more for a period of 12 months.
- The Association Board may dissolve a Provisional Unit at any time.

Provisional Units will receive an allotment, prorated to the time remaining in the Association's year. Provisional Units shall not be entitled to representation in the Unit Cabinet. They are invited to attend Unit Cabinet meetings but are not authorized to vote.

Origin of Petitions for New Units

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

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

Form of the Petitions for New Units

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

"We, the undersigned members of Special Libraries Association, do hereby petition for the organization of the [insert name] Chapter of the Special Libraries Association. There are presently [number] Special Libraries Association members within the proposed area which is to include: [geographical description; be specific about boundaries]."

Adjacent Chapters should be contacted for agreement and approval of proposed boundaries of the new Unit prior to the petition. Any boundary disagreements that cannot be settled by negotiation between the Chapters concerned shall be submitted for arbitration by the Chapter Cabinet Chair prior to the proposed Chapter's approval by the Board of Directors.

Temporary Unit Leader

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

1. Call and preside at an informal organizational meeting of actual or potentially interested members.
2. Keep records of all meetings and transactions that will later become part of the new Unit's archives.
3. Handle necessary correspondence with Association HQ and the Unit Cabinet Chair.
4. Forward the required petition, governing document (to be approved by the Association Joint Governance and Bylaws Committee), and slate of officers to the Association office.
5. Carry out arrangements for the election of officers upon notification of acceptance of the petition by the Association's Board of Directors. This may be accomplished by mail/electronic ballot so that newly elected officers may be installed and preside at the first official Unit meeting.

Presentation

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

1. In the case of a provisional Chapter, the petition must contain a statement of the proposed Chapter's name and geographical boundaries, and confirmation from the Association office that the provisional Chapter has maintained a membership of 25 or more members for a 12-month period.
2. In the case of a provisional Division, the petition must contain a statement of the proposed Division's name and 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 typically meets monthly. Deadlines for submitting items for Board consideration are usually one week prior to the meeting dates.

Membership of a New Chapter

When a new Chapter is approved by the Board of Directors, the Association office will notify all Association members within the boundaries of the new Chapter that they will have membership in both their current Chapter and the new Chapter at no extra charge until their next membership renewal, at which time they may choose the Chapter(s) with which they prefer to continue affiliation.

Allotments

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

Unit Activities

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

See also: [Practices for the Formation of Provisional Chapters](#)

MERGER OF UNITS

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

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

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 Business Meeting of each Unit. A joint meeting should be scheduled as soon as possible to address this merger with the Unit memberships.

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

If a two-thirds majority of each Unit's members returning valid ballots approve the proposal to merge, the Leader of both Units will notify the Unit Cabinet Chair and SLA Membership Department in the form of a single petition, signed by both Unit Leaders. 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 (required for Divisions only), or governing document, and a plan of how the activities of both Units will be combined.

The Unit 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 Leaders of the petitioning Units will be notified by the Association office that the two Units are being merged, advising of the merger effective date. The Unit Leaders will then notify their respective members of the Board's approval. The general membership will be notified through a notice in Information Outlook and on the SLA Connect Open Forum. Funds, properties, and financial responsibilities of the two Units will become the responsibility of the newly merged Unit.

RETURN TO PROVISIONAL UNIT STATUS

Unit membership falling below 25 members for more than one Association year will be reported to the Unit Cabinet Chair. The Unit may be placed on provisional status until membership increases or there is a decision to dissolve the Unit.

DOWNSIZING

Should a Unit wish to downsize, for example from a Division to a Caucus, a similar process would be followed as outlined in Section F, Merging of Units. Merging with, or becoming a group within, another Unit should be considered as a possibility as well.

To begin the process, a Unit Executive Board meeting should be held to ensure all options and remedies have been investigated. If the Executive Board feels that downsizing is the only option left and votes as such, then a Unit Business Meeting would be called to further discuss the issue. If the downsize proposal is approved by a majority of the members present and voting at the meeting, the Unit will send a ballot to all their members no later than 45 days after the business meeting. If a two-thirds majority of each Unit's members returning valid ballots approve the proposal to downsize, the Unit Leader will notify the Unit Cabinet Chair and SLA Membership Department via memorandum. The memorandum will include the reason(s) for downsizing, the options previously considered, the election results, the

terms of the downsizing, the proposed effective date of the downsizing, and any changes needed in the name.

The Unit 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 Leader of the petitioning Unit will be notified by the Association office that the Unit is being downsized, advising of the effective date. The Unit Leader will then notify their members of the Board's approval. The general membership will be notified through a notice in Information Outlook and on the SLA Connect Open Forum.

Any funds left in the downsizing Unit's accounts shall be transferred within 30 days to the appropriate group:

- For Units becoming sections of a Division, funds will be transferred to that Division.
- For Units becoming groups of a Chapter, funds will be transferred to that Chapter.
- For Units becoming Caucuses, funds will be transferred to the Association.

DISSOLUTION OF A UNIT

The dissolution of a Unit is an action which must be given careful consideration by the members and executive board of a Unit. The Unit Leader, acting on behalf of an Executive Board that has voted to take this step, should discuss its concerns with the Unit Cabinet Chair. Dissolving should be a last resort and the Unit should first look at merging or downsizing before moving forward with a dissolution. Once all other options have been tried, a Unit may then petition to dissolve.

Once determined that the Unit has ceased to fulfill a useful role and does not wish to affiliate or formally merge with another Unit, the Unit Leader shall bring forth the matter for discussion at the Unit's next business meeting. Advance notice must be given to the Unit 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 Unit 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 Unit Leader shall notify the Unit Cabinet Chair and Membership Department in the form of a petition for dissolution. The petition will contain the reason(s) for dissolution, the actions previously taken to address the issue, the election results, the proposed effective date of the dissolution, and plans to complete current Unit activities and business matters.

The Unit 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 Unit will be notified by the Association office that the Unit is being dissolved with the effective date, and that its funds and properties will revert to the Association. Assistance in joining another Unit will be provided to members by the Association office, with recommendations from the Unit Leader being taken into account.

NOMINATION OF UNIT OFFICERS

In the selection of nominees for Association offices, the Association Nominating Committee has priority over Unit nominating committees. However, the Association Nominating Committee usually starts its work before the Unit nominating committees; therefore, conflicts are rare.

A Nominating Committee for each election of members to the Unit Executive Board shall be appointed by the board by July 1st. This committee shall be composed of 3 members, one of whom is a member of the current Board, one is a past member of the Board, and a third participant from the general membership.

Duties of the Nominating Committee are outlined below:

1. 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.
2. The nominees for Unit Leader-Elect should be aware that attendance at Unit Cabinet meetings at the Annual Conference and any possible Unit Leadership Summit 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 Unit Cabinets.
3. The report of the Nominating Committee shall be published by August 15 in the official Unit bulletin/newsletter. Further nominations, accompanied by written acceptance of the nominee, may be entered by petition of 10 Unit members, and shall be filed with the Nominating Committee at least 30 days before voting occurs.
4. If the slate includes more than one candidate for any office, election shall be by secret ballot distributed to each Unit member by August 15 (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 unit's next business meeting.
5. 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 two weeks in advance of distribution.

UNIT REPRESENTATION AND AFFILIATION

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

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

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.

VIII. APPENDICES: OTHER IMPORTANT ASSOCIATION INFORMATION_E

APPENDIX A. UNIT FINANCES

The Association's Bylaws, Article X, Section 3 allows for funding of Units in the form of an annual allotment. Allotments are calculated using the Unit's membership count as of December 31. Allotment checks are mailed after Annual Conference invoicing.

No allotment shall be paid to a Unit unless the Unit has submitted an accurate Annual Report by December 1st; an accurate Year-end Annual Financial Report by January 31st; and all bank statements (quarterly, monthly preferred) to Association headquarters, Director of Finance.

The Board of Directors may grant funds or loans at its discretion. Each Unit applying for additional monies must submit a detailed estimated budget to substantiate the request. This budget should then be submitted to the Unit Cabinet Chair, who will make the presentation to the Board.

The Unit 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 Unit's finances for each Unit meeting.

The following reports and record-keeping procedures are mandatory:

1. The treasurer of each Unit or provisional Unit shall submit an annual year-end financial statement to the Association office to the attention of the Director of Finance by January 31 of each year. These must be submitted utilizing the Association provided financial software program. A copy of all Unit bank statements for the year must also be provided, no less than quarterly, to the Director of Finance. This deadline is most important and must be adhered to. A copy of the statement is to be retained in the unit's SLA Connect library for the Unit's archives. This report is to be audited; an auditor is defined as a disinterested third party. The auditor does not need to be an accountant, but may not be any of the following:

- An elected or incoming officer of the Chapter or Division
- A current or incoming member of the SLA Board of Directors
- An employee of or a supervisor of the Treasurer. The auditors reviews bank statements against your records / financial reports to make sure the ending balances match.

2. No allotment shall be paid to a Unit unless an annual financial statement has been approved.

3. A Unit 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 special events, advertising, dinner meetings, etc. Normal charges against such "regular funds" include postage, meeting notices, etc.

4. Normally a Unit will administer its expected activities to utilize the greater part, if not all, of its allocated funds. However, a Unit may elect to conserve its funds gradually in anticipation of specific undertakings where special project funds have not already been accumulated. Units 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.

5. Money earned from special Unit 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 Unit-originated publications, receipts from similar works published independently by the Unit, 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 Unit must report property that falls within the definition given in the "Property Guidelines" on a special page accompanying the financial statement in the year-end Annual Financial Report.

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

Each Unit Leader and Unit Leader-Elect should be aware of these basic issues and restrictions. If there are questions, please do not hesitate to contact the SLA Department of Member Engagement at membership@sla.org.

The Special Libraries Association, Inc. is a not-for-profit corporation, incorporated pursuant to the NotFor-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 Bylaws, are:

"l(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."

"l(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."

MEMBER TYPES

Membership eligibility is governed by the membership provisions of Article IV of the SLA Bylaws and policies established by the Board of Directors. Membership in the Association shall consist of: Full Member, Full Member Outside North America (and making <\$18,000USD annually), Student Member, Retired Member, Unemployed Member, or Organizational Member. 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. Up to four employees of the organization may access member benefits. 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.

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

Association Meetings

SLA meetings, including Unit 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. Units 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 Unit 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. Unit officers should ensure that summary minutes are prepared of all meetings and that such minutes are accurate and stored in the Unit's SLA Connect community after the meeting has concluded.

Joint and Regional Meetings

Units 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 NonDiscrimination](#), which reads:

"I. Practice. It is the practice of the Special Libraries Association not to discriminate, limit membership or participation in any respect by race, creed, color, national origin, age, sex or physical disability.

II. Purpose. To ensure that no individual is denied membership or participation in Association programs because of his/her race, creed, color, national origin, age, sex or physical disability.

III. Practice/Procedure. It is the policy of the 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 policy. The Association participants in joint meetings only with other organizations having the same policy. The Association is an Equal Opportunity Employer.

IV. Responsibility. The Executive Director is responsible for monitoring the compliance of this policy."

(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 lifetime 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 Unit 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 Unit which engages in a previously unreported activity must so inform the Director of Finance at the Association office through the Unit's Annual Report and Year-End Financial Statement.

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 Units, which is responsible for compliance with state tax laws, responsibility for dealing with state tax authorities is that of the Director of Finance. Individual members or Unit officers are not allowed to deal with state tax authorities. Any question concerning state taxation of SLA units should be directed to the Director of Finance.

Over the years, the Director of 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 paperwork 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 of 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 SLA President or Executive Director, both of whom, 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 Association staff for clarification. This also enables Association staff to be aware of Unit 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 or Unit 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 Units are obligations of SLA. Accordingly, a normal business contract made by a Unit chairperson will also be binding on SLA and not just on the individual Unit.

Most contracts made by Unit Leaders involve routine matters such as meeting arrangements and the amounts involved are relatively small. There have been occasions in the past, however, when Units, 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 any contract or expense exceeding \$5,000US must be approved and signed by Association HQ.

Any questions regarding contracts and their execution should be referred to the executive director. 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 Unit Leader 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 Unit 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 Unit should be reported, in writing, to the Director of 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 Units 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 Unit 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 Fund 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.

APPENDIX C. LEADERSHIP TOOLS

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 the SLA department of Member Engagement at membership@sla.org.

Chapter Leadership Information: <https://www.sla.org/governance/chapters/>

Leadership Webinars

In addition to the Practices outlined in the document, another useful resource is the [SLA Leadership Webinar series](#). The goal of the Leadership Webinar series is to provide a resource to help SLA unit leaders in administering a

successful and efficient unit. This series is being updated regularly.

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, Newly Revised, 10th Edition. For full-text of this Manual see:

<http://www.bartleby.com/176>

Unit Annual Reports

Past Unit annual reports can be accessed at the bottom of the Unit Annual Reporting page.