

**BYLAWS OF THE  
OHIO EDUCATIONAL LIBRARY  
MEDIA ASSOCIATION**

**ARTICLE I - NAME**

The name of this organization shall be the Ohio Educational Library Media Association (OELMA) hereinafter referred to as the Association or OELMA. The Association is incorporated according to the laws of the State of Ohio.

**ARTICLE II - PURPOSE AND OBJECTIVES**

Section 1. This Association shall exist exclusively for educational, literary and scientific purposes. Its objectives shall be to undertake, sponsor, or promote programs for improvement of learning in Ohio through the effective and efficient use of educational media.

Section 2. No part of the net earnings of the Association shall inure to the benefit of an individual member.

Section 3. This Association accepts and subscribes to the provisions of the Code of Ethics of the Education Profession, adopted by the NEA Representative Assembly, July 1975, and to the Mission and Goals of the American Association of School Librarians, ALA, 2003.

**ARTICLE III - MEMBERSHIP AND DUES**

Section 1. Any person, regardless of age, race, sex, religion, or national origin, in accord with the objectives of this Association shall be eligible for active membership upon payment of the annual dues.

Section 2. The fiscal and membership year shall extend from January 1 to December 31.

Section 3. The dues structure for OELMA shall be determined by a vote of the general membership.

Section 4. Any member whose dues are thirty (30) days in arrears, and who has received official notification of this provision and all membership benefits for which said member has paid, shall automatically be dropped from membership in this Association.

Section 5. The Board of Directors may confer honorary or complimentary memberships by three-fourths vote at any Board meeting. An honorary member shall have none of the obligations of membership but shall be entitled to all the privileges except that of holding office.

**ARTICLE IV - OFFICERS**

Section 1. The officers of this Association shall be a President, a Vice-President who shall be President-Elect, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. The officers shall be elected according to the procedure in Article IX and shall assume office on January 1 following the Annual Membership Meeting.

Section 3. Each officer shall hold office for a term of one (1) year or until a successor is elected except the Secretary and Treasurer, who shall hold office for a term of two (2) years. The Secretary and Treasurer shall be elected in

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alternating years. the Secretary and Treasurer shall be eligible to serve no more than two consecutive terms in the same office.

Section 4. A vacancy in any officer position other than the President or Vice-President may be filled by appointment by a majority vote of the Board of Directors.

Section 5. Should the office of President become vacant, the Vice-President shall become President. Should the Vice-President choose not to assume the open position of President, the board (by a majority vote) will appoint an interim President to serve for the remainder of the vacated term.

Section 6. Should the office of Vice-President become vacant, the Nominating Committee shall present the Board with a slate of not more than two (2) candidates, the position shall be filled by appointment by a majority vote of the Board of Directors.

Section 7. In the normal succession of elected officers to fill unexpired terms as described in Sections 5 and 6, should the unexpired term be of more than six (6) months, it shall be considered as a full term of office, and should the unexpired term be of less than six (6) months, it shall not be considered a full term, and the individual succeeding should expect to complete the unexpired term plus one (1) year in office.

### **ARTICLE V - DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the Association and the Board of Directors; conduct all business of the Association under the direction of the Board; appoint committee chairs as needed in consultation with the Board, be an ex-officio member of all committees, represent or designate a representative of the Association to other organizations; sign contracts, agreements, and legal documents.

Section 2. The Vice-President shall perform the duties of the President in the President's absence or incapacity, serve as chair of the Annual Conference held in conjunction with the Annual Membership Meeting, and perform such other duties as may be prescribed by the President or Board of Directors.

Section 3. The Secretary shall keep minutes of all membership meetings and of the meetings of the Board in separate books provided for that purpose, prepare and submit summaries of the minutes for publication, and perform such other duties as prescribed by the President or Board of Directors.

Section 4. The Treasurer shall oversee and be responsible for the receipt, disbursement, and accounting of all funds of the Association; shall submit a written financial statement at each regular Board meeting and at the Annual membership Meeting; chair the budget and Finance Committee; present the financial records for audit at least once a year; and perform such other duties as prescribed by the President or the Board of Directors.

Section 5. The Immediate Past President is responsible for the planning and execution of the OELMA Midwinter meeting, and serves on the Scholarship and Awards Committee. The Immediate Past President shall perform such other duties as prescribed by the President or Board of Directors.

### **ARTICLE VI - MEMBERSHIP MEETINGS**

Section 1. One (1) meeting each year, designated by the Board, shall be the Annual Membership Meeting and shall be for the purpose of receiving

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reports, introducing officers, and conducting any other general business that may arise.

Section 2. Special meetings may be called by the President. The purpose of the meeting shall be stated in the call. Except in cases of extreme emergency, at least thirty (30) days notice shall be given.

Section 3. If issues arise in the interim between general meetings which require a vote of the members, such a vote may be conducted in a manner determined by the board of Directors.

Section 4. Fifty (50) members shall constitute a quorum.

### **ARTICLE VII - BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be composed of the officers and no fewer than six elected directors, each serving as liaison to one of the OELMA Strategic Committees as identified in Article X of these bylaws. The terms of office for directors shall be two (2) years with at least one-half being elected each year. No director may be elected for more than two (2) consecutive terms on the Board.

Section 2. Directors shall be elected according to the procedure in Article IX and shall assume office January 1 following the annual Membership Meeting.

Section 3. A vacancy in any Director position may be filled by a majority vote of the Board of Directors.

Section 4. The Board of Directors is responsible for approving policies of the Association and for overseeing the implementation of such policies. The Board receives reports from committees, takes action on recommendations of the committees, and proposes action as necessary.

Section 5. The Board shall meet at the call of the President. Notice of the meeting shall be sent to each director at least three weeks before the meeting. Special meetings of the Board may be called upon written request of one-half of the membership of the Board with at least seven (7) days notice given in cases of extreme emergency.

Section 6. Two-thirds of the Board members including at least two (2) officers shall constitute a quorum.

Section 7. The Board may vote by mail, surface or electronic, when necessary or desirable. Results of the vote and any action taken under these circumstances shall be reported at and included in the minutes of the next regular meeting of the Board.

Section 8. Summaries of Board action shall be published and distributed to the membership.

Section 9. The Board may appoint an Executive Director to serve as the administrative officer of the Association functioning within the policies established by the Board. This position shall be reviewed annually by the Board.

Section 10. If there is not more than one vote of the entire membership of the Board of Directors to the contrary, the Board of Directors, by secret ballot, may remove any Officer or Director for refusal, neglect, or failure to perform the duties of this office or position, or for any act contrary to the policies and instructions of the Board of Directors and shall offer the opportunity to the said Officer or Director to be heard, but its action shall be final and conclusive and without recourse. The vacancy thus created shall be filled as provided in these Bylaws.

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### **ARTICLE VIII - EXECUTIVE COMMITTEE**

Section 1. There shall be an Executive Committee composed of the officers, and one director selected by the elected directors.

Section 2. This committee shall serve in an advisory and planning capacity for the Association, shall act within the control and direction of the Board, and shall bring its recommendations to the Board for action.

Section 3. The Executive Committee shall meet at the call of the President or upon written request of one-half of the members of the Board.

### **ARTICLE IX - NOMINATIONS AND ELECTIONS**

Section 1. A Nominations Sub-committee composed of not less than five members including the Chair of the Operations Strategic Committee, shall be submitted by the President at the first board meeting of the year for Board approval. The Nominations Sub-committee shall prepare a slate of not more than two (2) candidates for each office to be filled. The consent of each nominee shall be obtained in advance.

Section 2. At least sixty (60) days before the Annual Membership meeting, the Nominations Sub-committee shall prepare and disseminate to each member a ballot including the names of each candidate, biographical information, and platform statement. The Board of Directors shall determine whether paper or electronic ballots shall be used. Ballots will be tallied and verified at least twenty (20) days before the Annual Membership Meeting.

Section 3. A paper ballot election will necessitate that the President appoint two (2) tellers to count the ballots and to report the results to the Director of Services. These tellers shall not be members of the Board of Directors or the Nominations Sub-committee. The Director of Services will provide the President with the final tallied/verified results of the election. The President shall declare the candidates receiving the majority of votes cast to be the elected officers and/or directors and shall notify all candidates within one (1) week.

Section 4. Nominations may be made only through the Nominations Sub-committee. Any member of the Association may submit suggested names of candidates to the Nominations Sub-committee for consideration. Additional candidates may be nominated by a petition bearing the signatures of twenty-five (25) members. This petition, together with the written consent of the nominee, shall be submitted to the chair of the Nominations Sub-committee no later than thirty (30) days after the candidates are announced.

### **ARTICLE X – STRATEGIC COMMITTEES**

Section 1. The Strategic Committees of this Association shall be Awards, Communications, Conference, Operations, Teaching and Learning, and Regional Representation. Such other Strategic Committees as may be deemed necessary to carry on the work of this Association shall be established by the President with the approval of the Board.

Section 2. Chairs of Strategic Committees shall be submitted by the President and approved by the board for a term of two (2) years and may not serve for more than three (3) consecutive terms in the same capacity except with the approval of the Board.

Section 3. Each Strategic Committee shall submit a written report to the President prior to the Annual Membership Meeting.

**ARTICLE XI – RESPONSIBILITIES OF STRATEGIC COMMITTEES**

Section 1. The Awards Strategic Committee shall establish and carryout awards procedures in accordance with board-approved policies.

Section 2. The Communications Strategic Committee shall establish and carryout communication procedures in accordance with board-approved policies. The Communications Strategic Committee shall oversee these Sub-committees: Library Promotions and Advocacy, Publications, and Technology.

Section 3. The Conference Strategic Committee shall be responsible for the conference in accordance with board-approved policies.

Section 4. The Operations Strategic Committee shall establish and carryout operational procedures in accordance with these Bylaws and board-approved policies. The Operations Strategic Committee shall oversee these Sub-committees: Archives, Budget and Finance, Bylaws and Policy, Membership, and Nominations.

Section 5. The Regional Representation Strategic Committee shall establish and carryout procedures for maintaining communication with regions within the state in accordance with board-approved policies.

Section 6. The Teaching and Learning Strategic Committee shall establish and carryout teaching and learning procedures in accordance with board-approved policies. The Teaching and Learning Strategic Committee shall oversee these Sub-committees: Professional Development and Professional Standards.

**ARTICLE XII - PARLIAMENTARY AUTHORITY**

The most current edition of Robert's Rules of Order shall be the parliamentary authority for this Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

**ARTICLE XIII - AMENDMENT OF BYLAWS**

Section 1. Amendment to these Bylaws may be made at the Annual Membership Meeting or by a voting method determined by the OELMA Board of Directors. Amendments may be proposed by the Bylaws and Policy Sub-committee of the Association for the approval of the Board of Directors or by a petition signed by at least twenty-five (25) members.

Section 2. Proposed amendments must be submitted in writing and members will be notified at least thirty (30) days before voting may occur.

Section 3. To pass, amendments must receive a two-thirds vote of those members voting. Amendments shall become effective upon adoption unless otherwise specified.

**ARTICLE XIV - PROTECTION OF NAMES**

This association is a result of consolidation of the Ohio Association of School Librarians and the Educational Media Council of Ohio. Whatever rights as existed to the use of these names is vested in the association.

**ARTICLE XV - INDEMNIFICATION AND INSURANCE**

Section 1. **INDEMNIFICATION.** This association may indemnify or agree to indemnify any person who is serving or has served as a director, officer, or

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employee of the association, or who is serving or has served at the request of the association as director, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in conjunction with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such a director, officer, or employee; provided the director acting at a meeting at which a quorum consisting of director who are not parties to or threatened with any such action, suit, or proceeding is present, determine that such director, officer or employee:

a. Was not and has not been adjudicated to have been negligent of or guilty of misconduct in the performance of his duty to the corporation of which he is a director, officer or employee;

b. Acted in good faith in what he reasonably believed to be the best interest of such corporation, and

c. In any matter the subject of criminal action, suit or proceeding had no reasonable cause to believe his action was unlawful.

Any director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote, and if for this reason a quorum of directors who are not disqualified from voting by reason of being parties to or threatened with such action, suit or proceeding cannot be obtained, such determination shall be made by three (3) attorneys-at-law, who have not heretofore represented the association in any matter and who shall be selected by all of the officers and directors of the association who are not parties to or threatened with any such action, suit or proceeding. If there are not officers or directors who are qualified to make such selections, the selection shall be made by the judge of the Probate Court of Franklin County, Ohio. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled under the articles, the regulations, any agreement, any insurance purchased by the association, votes of the members or otherwise.

**Section 2. INSURANCE.** The Board of Directors of the association may secure and maintain such policies of insurance as it may consider appropriate to insure any person who is serving or has served as a director, officer or employee of the association, or who is serving or has served at the request of the association as a director, officer or employee of any other corporation, against liability and expenses arising out of any claim or breach of duty, error, misstatement, misleading statement, omission of other acts done or attempted solely by reason of their being such director, officer or employee of the association.

## **ARTICLE XVI - PROPERTY AND DISSOLUTION**

The interest of a member in the property of the Association is limited to its use for Association purposes. If the Association is dissolved, all of its property not needed for the payment of its debts and expenses shall be transferred or conveyed to one or more organizations that engage in activities related to the improvement or development of educational media services and that qualify for exemption under Section 501 (c) of the Internal Revenue code of 1954 (or similar statutes hereafter enacted). The Board of Directors shall select the organizations to which such transfer or conveyance is made and shall determine how the property is apportioned between them. In the absence of such a

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selection or determination by the Board, it may be made by a court of competent jurisdiction.