

## ARTICLE I: OFFICES

The corporation shall maintain in the District of Columbia a registered office and a registered agent at such office and may have other offices within or without the state.

## ARTICLE II: MEMBERSHIP

Section 1. Membership is open to any persons, library, or organization interested in the purposes of the Society and upon payment of dues as specified in Article II, Section 3.

Section 2. Membership in the Society shall consist of the following classes:

- A. Individual membership class, including introductory membership (limited to one year), student membership (which is limited to students for a maximum of three years), unemployed membership, retired membership, and library staff membership;
- B. Business affiliate class, (no geographical limitations);
- C. Honorary life membership class, (no geographical limitations), which is an honorary Life Membership awarded to winners of the Distinguished Service Award, Charter Members of ARLIS/NA, and to other individuals at the discretion of the Executive Board with all the privileges appertaining thereto.

Section 3. Membership dues shall be paid to the Headquarters of the Society according to a schedule which shall be determined by the Executive Board in consultation with the Membership Committee. The schedule shall be published at least annually in an official publication of the Society. Dues shall be reviewed at least every five years, or more frequently at the discretion of the Executive Board.

Section 4. The membership year is the calendar year (January 1 - December 31). If membership renewals are not paid by March 1 of each year, the membership shall be dropped, and all privileges of membership shall cease. If a new membership is paid after October 1, the dues shall apply to the following calendar year.

Section 5. Additional fees for special projects recommended by the Executive Board must be approved by the individual membership through electronic or mail ballot.

## ARTICLE III: PRIVILEGES

Section 1. Individual members of the Society shall have the right to vote and hold elected office. Individual members are entitled to the member's registration rate at the annual conference. Individual members are

eligible to join local chapters. All individual members have access to the Society's periodical publications. Individual members are entitled to free membership in Divisions, Sections, and Special Interest Groups (SIGs).

Section 2. Honorary life members shall have all the privileges of individual members.

## ARTICLE IV: MEETINGS

Section 1. There shall be an annual conference of the Society at a time and place to be determined by the Executive Board. Registration fees for the annual conference shall be fixed by the Executive Board.

Section 2. A membership meeting of the Society shall be held annually. A quorum for the transaction of business shall be twenty-five (25) members entitled to vote.

Section 3. Special business meetings may be called by the Executive Board. Notice of a special meeting shall specify the business to be transacted and no business other than that stated in the notice shall be considered.

Section 4. Notice of meetings shall be given to all members entitled to vote at least thirty (30) days prior to the date of the meeting.

## ARTICLE V: ELECTED OFFICERS

Section 1. The elected officers of the Society shall be: President, Vice President/President-Elect, Past President, Secretary, and Treasurer.

Section 2. The President shall be the chief executive officer of the Society and, subject to the Executive Board approval, shall have control over the affairs of the Society.

Section 3. The President-Elect shall be responsible for such matters as are delegated by the President and, in the event of the inability of the President to serve, shall act as chief executive officer.

Section 4. The Secretary shall be responsible for keeping the official minute book and Policy Manual of the Society and for distributing the minutes of the Executive Board meetings in a timely manner. The Secretary shall act as the teller for balloting for amendments to the Articles of Incorporation and Bylaws.

Section 5. The Treasurer shall be responsible for the financial accounts of the Society and fiscal reporting to the membership.

Section 6. The Past President provides general continuity and historical perspective for the Executive Board.

Section 7. All elected officers must submit written reports as frequently as required by the Executive Board.

## ARTICLE VI: BOARD LIAISONS

Section 1. Four (4) Liaisons shall be elected by the membership to serve as voting members of the Executive Board.

Section 2. The Liaisons shall be elected from the membership at large and a minimum of one (1) Liaison shall be elected from the Canadian membership. The Liaisons are: Advancement Liaison, Education Liaison, Chapters Liaison, and Canadian Liaison.

Section 3. Each Liaison shall attend the Executive Board meetings and participate fully in the deliberations of the Board; be responsible for communicating issues of the Society to the members of the committees to which that Liaison is assigned; work with their assigned liaison committees to achieve Society goals; and submit written reports as required by the Executive Board.

## ARTICLE VII: APPOINTED BOARD MEMBER

Section 1. An Editorial Director shall be appointed by the Vice President/President-Elect to serve as a non-voting member of the Executive Board, subject to approval by the Executive Board.

Section 2. The Editorial Director serves as the Executive Board Liaison to the ARLIS/NA Editorial Board.

Section 3. The Editorial Director shall attend the Executive Board meetings and participate fully in the deliberations of the Board; be responsible for communicating issues of the Society to the members of the Editorial Board; work with the Editorial Board to achieve Society goals through all of the communication platforms of the Society; and submit written reports as required by the Executive Board.

## ARTICLE VIII: TERMS OF OFFICE

Section 1. The President-Elect shall serve the first year after election as Vice President, the second year as President, and the third year as Past President.

Section 2. The term of office of the Secretary and Treasurer shall be two years.

Section 3. The term of office for the Liaisons shall be two years. In the event that the Canadian Liaison takes up residence outside the boundaries of Canada, the representative's term on the Executive Board shall immediately terminate.

Section 4. The term of office for the Editorial Director shall be two years. The appointment is renewable for two, two-year terms (not to exceed six years total) at the option of the Vice-President/President-Elect and the sitting Editorial Director with approval by the Executive Board.

Section 5. Elections for officers shall be staggered so that no more than five new members are elected to the Executive Board each year: President-Elect, Secretary or Treasurer, and at most three of the Liaisons.

Section 6. Terms of office expire after the close of the membership meeting of the annual conference.

## ARTICLE IX: EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected officers of the Society, the President, Vice President/President-Elect, Past President, Treasurer, Secretary, the four Liaisons, and the Editorial Director.

Section 2. The Executive Board shall oversee the activities of the Society, provide for management of the Society's business, and appoint members of the Society to committees as provided for in Article XII.

Section 3. An Executive Board member, whether appointed or elected, may be removed with or without cause by an affirmative vote of two-thirds of the Executive Board members with voting privileges then in office. The Executive Board member being considered for removal shall not participate in the voting.

Section 4. Any Executive Board member may resign from office at any time by delivering a resignation in writing to the Executive Board, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. The resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.

Section 5. A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment at any time, except that the Vice President/President-Elect shall fill the vacancy of the President. Members so appointed to fill a vacancy shall hold office for the unexpired term of their predecessor.

Section 6. The Executive Board shall report annually to the Society at the annual membership meeting and periodically through the Society's publication program.

Section 7. A majority shall constitute a quorum of the Executive Board.

Section 8. The members of the Executive Board are members of the Board of Directors and any reference to the Executive Board shall be a reference to the Board of Directors.

## ARTICLE X: NOMINATIONS & ELECTIONS

Section 1. Composition of the Leadership Development Committee. The Vice President shall appoint the chair of the Leadership Development Committee by January 1. The chair shall select a committee comprised of at least three members but no more than five. Committee members may serve no more than two consecutive one-year terms on the committee. At least one current Executive Board member shall serve on the committee. The Leadership Development Committee shall be responsible for identifying and cultivating leadership potential within ARLIS/NA.

Section 2. Officers to be elected. The Executive Board, in collaboration with the Leadership Development Committee, shall determine the positions to be filled by election each year. The Vice President/President-Elect shall notify the committee chair of the positions to be filled by January 1. The Leadership Development Committee shall consider leadership potential when identifying candidates for election.

Section 3. Candidate identification and documentation. The chair of the Leadership Development Committee shall issue a general call for interest in candidacy for an Executive Board position in an official publication of the Society, emphasizing the development of leadership skills within ARLIS/NA.

Nominations may also be made by any member eligible to vote; a second by another member eligible to vote is required. Qualifying nominations shall be filed with the Leadership Development Committee no more than 60 calendar days from the date of the general announcement.

The Leadership Development Committee may identify other potentially qualified candidates for each office to be filled. Each candidate shall provide supporting documentation consisting of a nomination interview, a brief biography, résumé or CV, a headshot, and a goals statement highlighting their leadership potential.

Section 4. Candidate evaluation. The Leadership Development Committee shall develop candidate evaluation criteria based on the position description for each office to be filled, considering both qualifications and leadership potential.

Section 5. Determination of candidates. The Leadership Development Committee shall submit a slate consisting of the best-qualified individuals for each position to the Executive Board for approval by the Executive Board's midyear meeting.

If the list, or portion thereof, is not approved by the Executive Board, the Leadership Development Committee shall present a revised list for review by a date determined by the Executive Board.

Section 6. Elections. If a slate of nominees is approved by the Executive Board, the list shall be announced in an official publication of the Society, with a deadline specified for review by the membership. Any comments from

the membership regarding the slate of nominees shall be submitted to the chair of the Leadership Development Committee.

Section 7. Determination of winners. If a slate of nominees is submitted and no comment is received from the membership by the specified deadline, the slate is considered elected by acclamation. If any comment is received from the membership, the Executive Board, in consultation with the Leadership Development Committee, will review the feedback and determine the appropriate action to be taken.

Section 8. Notification of winners. The chair of the Leadership Development Committee shall inform candidates of the results in writing and announce the successful candidates in an official publication of the Society.

## ARTICLE XI: ADMINISTRATION

Section 1. The Executive Board may contract for administrative services. If a management firm is employed, one person from the management firm shall be designated the permanent liaison. The administrative services include responsibility for maintenance of the headquarters, for the routine administration of the Society, and for performance of other duties as provided for by contract.

Section 2. The provider of these services shall serve at the pleasure of the Executive Board, may attend meetings of the Executive Board by invitation, but shall not be entitled to vote, and shall make full reports to the Executive Board on all Society matters at regular intervals.

## ARTICLE XII: COMMITTEES

Section 1. A list of the Standing Committees of the Society will be maintained in the ARLIS/NA Policy Manual.

Section 2. Advisory or temporary (ad hoc) committees may be established by resolution of the Executive Board to perform charges as defined in letters of appointment.

Section 3. The Vice President/President-Elect shall appoint the chairman and members of each Standing Committee, for the year in which they are President, subject to approval by the Executive Board.

Section 4. All members of all committees are appointed for terms specified in the ARLIS/NA Policy Manual.

Section 5. All members in good standing may serve on committees of the Society.

Section 6. The President of the Society is a non-voting ex-officio member of all committees of the Society.

Section 7. Each committee will report annually in writing to the membership on the activities of the committee, or more often as required.

Section 8. No committee shall incur expenses on behalf of the Society, except as authorized by the Executive Board.

Section 9. The Executive Board shall authorize the dissolution of a committee when in the opinion of the Board its usefulness has ceased. This decision and reasons for the dissolution shall be reported to the membership.

## ARTICLE XIII: DIVISIONS, SECTIONS, & SPECIAL INTEREST GROUPS

### Section 1. Divisions.

A. Divisions of the Society represent the principal administrative units, libraries and collections, within which the work of art librarians and visual resource curators is performed. They will conduct activities for the general improvement of resources and services within these groupings and will be considered by the Executive Board upon written petition of thirty (30) members of the Society in good standing who desire to participate in the activities of the proposed Division.

B. A Division shall be so established if, in the judgment of the Executive Board, it reflects an administrative unit with substantial representation among the members of the Society; it does not conflict or overlap with the purposes of any other existing Division, Section, or Special Interest Group; and it is consonant with the purposes of the Society.

C. Any member of the Society in good standing is eligible to become a member of any Division.

D. The members of each Division shall, at a formal annual business meeting scheduled at the annual conference, elect a Moderator, either by ballot or consensus, to serve until the close of the next annual conference. The results of the election shall be conveyed to the membership of the Society.

E. The Moderator shall be responsible for coordinating the activities of the Division, and for reporting to the Society and the Executive Board as required throughout the year, including submission of a written annual report.

F. No Division shall incur expenses on behalf of the Society, except as authorized by the Executive Board, nor shall any Division bind the Society by any declaration of policy.

G. Divisions may request special projects funding which will be granted at the discretion of the Board. All funds received by a Division shall be used exclusively for purposes incident to the fulfillment of the objectives of the Society.

H. A Division may establish task forces, or other subgroups in conformance with Article XIII, Section 1B.

I. The Executive Board shall authorize the dissolution of a Division when in the opinion of the Board its usefulness has ceased. This decision and reasons for the dissolution shall be reported to the membership. Assets of the Division, if any, shall revert to the Society.

## Section 2. Sections.

A. Sections of the Society, which represent professional subgroups, technologies, specific subjects within art, or other interests, and which conduct activities for the general improvement of resources, services, and awareness within these groupings, shall be considered by the Executive Board upon written petition of thirty (30) members of the Society in good standing who desire to participate in the activities of the proposed Section.

B. A Section shall be so established if, in the judgment of the Executive Board, it reflects an interest actively represented among the members of the Society; it does not conflict or overlap with the purposes of any other existing Section, Division or Special Interest Group; and it is consonant with the purposes of the Society.

C. Any member of the Society in good standing is eligible to become a member of any Section.

D. The members of each Section shall, at a formal annual business meeting scheduled at the annual conference, elect a Moderator, either by ballot or by consensus, to serve until the close of the next annual conference. The results of the election shall be conveyed to the membership of the Society.

E. The Moderator shall be responsible for coordinating the activities of the Section, and for reporting to the Society and the Executive Board as required throughout the year, including submission of a written annual report.

F. No Section shall incur expenses on behalf of the Society, except as authorized by the Executive Board, nor shall any Section bind the Society by any declaration of policy.

G. Sections may request special projects funding, which will be granted at the discretion of the Board. All funds received by a Section shall be used exclusively for purposes incident to the fulfillment of the objectives of the Society.

H. A Section may establish task forces or other subgroups in conformance with Article XIII, Section 2B.

I. The Executive Board shall authorize the dissolution of a Section when in the opinion of the Board its usefulness has ceased. Alternatively, the Board may convert the Section to a Special Interest Group if its membership falls below thirty (30) members for three (3) consecutive years. To preempt the Executive Board's need to act on dissolution or change, fifteen (15) individual members of the Section may petition to become a Special Interest Group of the Society in accordance with Article XIII, Section 3. The decision



and reasons for the dissolution or change shall be reported to the membership. Assets of the Section, if any, shall revert to the Society.

### Section 3. Special Interest Groups.

A. Special Interest Groups of the Society may represent any professional, technological, subject area, or other interests of the membership. Special Interest Groups will serve as a focus for discussion and informal exchange of information within these groupings.

B. A Special Interest Group shall be so established if it reflects an interest actively represented among the members of the Society; it does not conflict or overlap with the purposes of any other existing Special Interest Group, Section, or Division; and it is consonant with the purposes of the Society.

C. Any member of the Society in good standing is eligible to become a member of any Special Interest Group.

D. The members of each Special Interest Group shall select a Coordinator during the annual conference, and report their selection to the Executive Board liaison, the Vice President/President-Elect.

E. No Special Interest Group shall incur expenses on behalf of the Society, except as authorized by the Executive Board, nor shall any Special Interest Group bind the Society by any declaration of policy.

F. A Special Interest Group may make requests for special projects funding, which will be granted at the discretion of the Executive Board. All funds received by a Special Interest Group shall be used exclusively for purposes incident to the fulfillment of the objectives of the Society.

G. The Executive Board shall authorize the dissolution of a Special Interest Group, when in the opinion of the Board, its usefulness has ceased. Conversely, if a Special Interest Group has demonstrated over a period of time that it can sustain regular activities and a membership of at least thirty (30) members for three (3) consecutive years, it may petition to become a Section of the Society in accordance with Article XIII, Section 2.

## ARTICLE XIV: CHAPTERS

Section 1. The Society shall recognize and support as chapters such bodies as make written application to the Executive Board and are determined by the Board to be in consonance with the purposes of the Society and to meet the requirement for eligibility as specified below.

Section 2. Ten (10) or more members of the Society who reside or work in a geographic area defined in their petition may apply to the Executive Board for chapter approval. The petition must include a statement of rules or bylaws in consonance with the Articles of Corporation and Bylaws of the Society.

Section 3. The officers of a chapter shall comprise not fewer than two: a chairman and a secretary.

Section 4. A written report of chapter activities and a list of chapter officers shall be filed annually with the Executive Board. In addition, a written report of chapter activities shall be filed with the Executive Director of the Society and the Chapters Liaison not later than 10 days following a chapter's regular meeting.

Section 5. Chapter membership, accompanied by ARLIS/NA membership, entitles such chapter members to the rights and benefits of ARLIS/NA membership, which include, among others, voting, serving on any committee or holding office in ARLIS/NA and at the chapter level, members' rates for conference registration, and subscriptions to Art Documentation. Chapters may establish other membership categories that do not require ARLIS/NA membership. Such non-ARLIS/NA chapter membership categories would not entitle such chapter members to the rights and benefits of ARLIS/NA membership. The chapters liaison shall be a non-voting ex-officio member of all chapters. The Canadian liaison shall also serve as the chair of the ARLIS/Canada chapter. ARLIS/Canada is autonomous of Canadian local chapters and has no authority over them.

Section 6. No chapter shall incur expenses on behalf of the Society, except as authorized by the Executive Board, nor shall any chapter bind the Society by any declaration of policy.

Section 7. A chapter may request special projects funding from the Executive Board. All funds received by a chapter shall be used exclusively for purposes incident to the fulfillment of the objectives of the Society.

Section 8. The Executive Board shall authorize the dissolution of a chapter when in the opinion of the Board its usefulness has ceased. This decision and reasons for the dissolution shall be reported to the membership. Such dissolution shall be in accordance with the chapter's bylaws.

## ARTICLE XV: AFFILIATION

Section 1. Affiliation or disaffiliation with other organizations shall be authorized by the Executive Board, as provided for below.

Section 2. Formal affiliation or merger with another organization must be approved by a two-thirds majority of those members in good standing voting by a ballot conducted in accordance with Article XX, Sections 2 and 3.

Section 3. The Society may hold institutional membership in another organization.

Section 4. The President may appoint a member or members of the Society to represent the Society or to serve as liaison to another organization.

Section 5. Formal affiliation may confer the rights and privileges deemed appropriate by the Executive Board.

## ARTICLE XVI: PUBLICATIONS

Section 1. The Society is empowered to bring to effect any report, study, bibliography, or other publication as shall further the purposes of the Society.

Section 2. The Society shall regularly issue periodical publications, which shall be circulated without charge to members of the Society.

## ARTICLE XVII: PARLIAMENTARY PROCEDURE

Roberts Rules of Order (Revised), in the latest edition, shall govern the Society in all cases to which it can be applied and in which it is not inconsistent with the Articles of Incorporation, the Bylaws, or special rules of order of the Society.

## ARTICLE XVIII: SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words 'Corporate Seal, District of Columbia.'

## ARTICLE XIX

Whenever any notice is required to be given under the provisions of the applicable laws of the District of Columbia or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## ARTICLE XX: AMENDMENTS TO THE BYLAWS

Section 1. Amendments to these Bylaws may be proposed to the Executive Board in writing by members in good standing only. The Executive Board shall determine by majority vote whether proposed amendments shall be submitted to the membership, provided that a determination by the Executive Board not to submit a proposed amendment to the membership shall be overridden by petition signed by twenty-five (25) members of the Society eligible to vote.

Section 2. The text of the proposed amendment shall be distributed to all members entitled to vote (see Article III). A brief summation of the issues involved and a ballot shall be included.

Section 3. The ballot shall specify a voting deadline, and the deadline shall not be less than twenty-eight (28) days from the distribution date of the proposed amendment and ballot. The ballot shall also specify the address of the Secretary, who serves as teller.

Section 4. Approval by two-thirds of those voting shall be necessary to amend these Bylaws. The results of Bylaws amendments ballots shall become official within twenty-one (21) days of the deadline. The results shall be promulgated by the Secretary including announcement at the annual membership meeting.

Section 5. The Articles of Incorporation and Bylaws shall be reviewed at least every five years, or more frequently at the discretion of the Executive Board.

## ARTICLE XXI: EFFECTIVE DATE

These Bylaws shall become effective immediately upon approval by the membership.

Approved:

as approved February 15, 1983

Amended:

as amended February 21, 1984

as amended February 16, 1987

as amended March 27, 1989

as amended February 12, 1990

as amended February 1, 1993

as amended April 29, 1996

as amended March 9, 1998

as amended April 7, 1998

as amended March 29, 1999

as amended June 15, 2000

as amended Feb. 20, 2001

as amended June 30, 2002

as amended July 20, 2004

as amended December 12, 2007

as amended December 15, 2014

as amended May 4, 2015

as amended October 6, 2020

as amended April 4, 2022

as amended October 10, 2022