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TO: Board of Directors
FROM: Committee on Association Governance and Bylaws Committee
DATE: 30 April 2007
RE: Proposed change in the charge of the Bylaws Committee

Recommendation: The Committee on Association Governance and Bylaws Committee recommend to the Board of Directors that the charge of the Bylaws Committee be revised.

Background Information: In reviewing this Committee’s charge in order to understand the roles and responsibilities of the Bylaws Committee, it became apparent that there was insufficient detail to direct the work of the Committee with respect to Association Units. In 2004 each Association Unit rewrote its “bylaws” (previous term, now obsolete), which is now referred to as its Governing Document, patterned after the model governing document. As the Association Bylaws are amended, it becomes necessary to review this model governing document to ensure conformity with the Bylaws. If there is a change that needs to be made, the model document needs to be modified, to facilitate a global change by all Association Units. This is not currently specified.

The beginning of the governance year when the new Board of each of the Association Units is installed, seems to be a good time for them to review their Governing Document to ascertain conformity with the model document. Whenever any of the Association Units determines the need to amend its Governing Document, its Board is required to submit the amended Document to the Bylaws Committee for review and approval prior to membership vote. This requirement is not currently stated in this Committee’s charge.

Charge:

Existing	Proposed	Rationale
Three Association members appointed for overlapping terms of three years each. Each Association member to serve their third year as chair.	Three Association members appointed for overlapping terms of three years each. Member ending his/her second year may be considered by the SLA President-Elect for position of Chair.	Changed. Three years is a long commitment of time. Members’ work situations often change, and they may not be in a position to serve as Chair. This provision gives the President-elect the flexibility of choice.
The Committee shall: 1. ensure that the Association have a body of rules that facilitates its overall governance and conforms to legal		No change.

standards;		
2. study the Bylaws and propose amendments in accordance with Article XIX of the Bylaws;		No change.
3. consider and formulate recommendations to the Board of Directors on Bylaws proposals made by Association members;		No change.
4. review the governing documents of Association units to prevent conflict with the rules governing the entire association or the rules governing Association subordinate units.	4. following any amendment of Association Bylaws, review the model governing document of Association units and recommend global changes to Division/Chapter Cabinets for action; and	Changed. As Association units recently re-wrote their Governing Documents (2004), it is only necessary to review the model document to ascertain conformity with SLA Bylaws.
	5. annually, at the beginning of the governance year, request review by Boards of all Association units of their Governing Document to ascertain conformity with model governing document. In the event that amendment by any unit is desired, direct Board of that unit to submit amended Governing Document to Bylaws Committee for review and approval prior to membership vote.	Added. Nowhere in the current Charge is this responsibility of the Bylaws Committee specified.
The Chief Operating Officer is an <i>ex-officio</i> member of the Committee and the Association contact.		No change.

Revised charge reads as follows: Three Association members appointed for overlapping terms of three years each. Member ending his/her second year may be considered by the SLA President-Elect for position of Chair. The Committee shall: 1. ensure that the Association have a body of rules that facilitates its overall governance and conforms to legal standards; 2. study the Bylaws and propose amendments in accordance with Article XIX of the Bylaws; 3. consider and formulate recommendations to the Board of Directors on Bylaws proposals made by Association members; 4. following any amendment of Association Bylaws, review the model governing document of Association units and recommend global changes to Division/Chapter Cabinets for action; and 5. annually, at the beginning of the governance year, request review by Boards of all Association units of their Governing Document to ensure conformity with model governing document. In the event that amendment by any unit is desired, direct Board of that unit to submit amended Governing Document to Bylaws Committee for review and approval prior to membership vote. The Chief Operating Officer is an *ex-officio* member of the Committee and the Association contact.

Prepared by: Terri Brooks, Chair, with input from Committee members

Produced by: Terri Brooks, Chair, with input from Committee members

Reviewed by: Wei Wei and Debbie Jan, Co-Chairs, Committee on Association Governance