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TO: Board of Directors

FROM: Libby Trudell, Chapter Cabinet Chair
Beth M. Transue, 2008 President, Central PA Chapter
Rod MacNeil, 2008 President, Philadelphia Chapter

DATE: 9 October 2008

RE: Application to Merge the Central Pennsylvania Chapter and the Philadelphia Chapter

RECOMMENDATION: That the Board of Directors approve the merger of the Central Pennsylvania Chapter and Philadelphia Chapter, effective 1 November 2008.

RETURN ON INVESTMENT: It is in the long-term best interest of SLA to support and encourage the merger of the two chapters in reflection of the declining membership and considerable difficulties in recruiting chapter leadership for the Central Pennsylvania Chapter.

BACKGROUND: The two chapters have discussed the potential for a merger informally for a number of years and started formal discussions within and between the two chapters over the past year. The chapters have held joint chapter meetings and joint chapter board meetings and there has been collegiality amongst the members.

Each chapter brought the merger to their respective memberships. The voting in both chapters was overwhelmingly in favor of the proposed merger (90% in Central Pennsylvania and 87% in Philadelphia).

There are 52 members in the Central Pennsylvania Chapter and 323 members in the Philadelphia Chapter.

Appendix A is the letter approved by both Presidents (and Boards) which outlines the details of the requested merger.

The governing document for the Philadelphia Chapter will not require amendment. It is attached as Appendix B.

FINANCIAL IMPACT STATEMENT: No financial impact is anticipated as a result of this action. Chapter allotments for 2008 will be dispersed to the Philadelphia Chapter.

Prepared by: Libby Trudell, Beth M. Transue and Rod MacNeil

Produced by: Libby Trudell, Chapter Cabinet Chair

Reviewed by: Susan Fifer Canby, Chapter Cabinet Chair-Elect and Linda Broussard, Chief Community Officer

Appendix A.

September 8, 2008

Libby Trudell
SLA, Chapter Cabinet Chair

RE: Merging of Central PA Chapter and Philadelphia Chapter

Dear Libby,

This letter is to inform you of the intention and poll results of the Central PA Chapter and the Philadelphia Chapter to merge. In the last five years, membership of the smaller Central PA Chapter has been consistently dwindling due to closures of libraries, mergers and job changes among our members. Philadelphia Chapter has also experienced declining membership, although not in such drastic numbers. There are fewer people able and willing to serve in leadership roles, and we are recycling officers frequently.

In March 2008, the Boards of both chapters met to officially begin discussions of a potential merger, following two years of informal discussions within and between chapters. At the joint Board meeting, a Merger Task Force was formed. In June 2008, the Merger Task Force issued a report recommending a merger, and addressing areas of concern. In August 2008, a joint chapter meeting was held to present the report and plan for a merger vote.

Merger votes were held by both chapters via survey monkey August 11-22, 2008. Paper ballots were sent to members without valid email addresses. The vote counts in both chapters were overwhelmingly to merge, (91% of CPC votes in favor and 87% of Philadelphia votes in favor).

The merger terms agreed upon were:

- a) That the merged chapter would use the name Philadelphia Chapter.
- b) A member living or working in the Central PA area should be nominated to serve as Director on the Philadelphia Chapter board for the next two cycles, a total of six years.
- c) The merged chapter should hold 1 meeting per year in the Central PA area.
- d) Create a Committee on Technology to explore ways that the chapter can incorporate technology into the life of the chapter. A representative from Central PA should be included on this Committee.
- e) Central PA chapter finances should be merged with Philadelphia finances. The Central PA funds should be used to purchase equipment or access to remote technology. The Committee on Technology should explore technological options and provide recommendations to the Board about how these funds should be spent.

We would like this petition to move along as quickly as possible. We are formally petitioning for the merger to allow for nominations of the Central PA area Director during the nominations process. Therefore, we hope for a merger around mid-September or shortly thereafter, depending on when SLA can approve the merger. We would appreciate merger approval discussions to take place at the next SLA Board meeting/conference call.

The Boards of both chapters feel that this is a good move for all members; and we feel that the discussions have been remarkably collegial, with relationships already developing. The above terms seem fair to both parties.

We would appreciate your quick action and response to these issues.

Respectfully Submitted,

Beth M. Transue, 2008 President, Central PA Chapter;
Rod MacNeil, 2008 President, Philadelphia Chapter;
Cc: Linda Broussard

Appendix B.

PHILADELPHIA CHAPTER GOVERNING DOCUMENT

January 21, 2004

NAME AND MISSION

The name of this unit is the Philadelphia Chapter, Special Libraries Association.

The mission of this Chapter shall be that of the Special Libraries Association.

MEMBERSHIP

The membership of the Chapter shall be those members of the Association who reside or work within the geographic boundaries of the Chapter, defined within the geographical boundaries of the Chapter or who elect to affiliate with the Chapter.

The Association's Board of Directors shall define the classes of members.

Chapter membership falling below 25 members for more than one Association year will be reported to the Chapter Cabinet Chair.

EXECUTIVE BOARD

The executive board ("board") with a minimum of four members shall have the authority and responsibility to manage the Chapter's property and to regulate and govern its affairs. A majority of board members in office shall constitute a quorum for the transaction of business at any meeting of the board.

No member shall serve in the same office for more than two consecutive terms.

Should the office of president become vacant, the president-elect shall assume this position for the remainder of the term. All other board vacancies, including a vacancy in the office of president-elect, occurring before the conclusion of a departing member's term will be filled by majority vote of the remaining members of the board.

OFFICERS

The president, subject to the executive board, shall have general supervision and control over Chapter affairs.

The president-elect shall have duties as specified by Chapter Recommended Practices and the needs of the Chapter.

The secretary shall keep an approved record of all meetings of the Chapter and board and sign legal documents jointly with the president.

The treasurer shall have custody of the Chapter funds.

The Chapter may elect additional officers as specified by the Chapter Recommended Practices, and the needs of the Chapter.

MEETINGS

The Chapter annual business meeting shall be held prior to the Association annual conference. At least one business meeting shall be held during the term of office of each elected board. Adequate notice of meetings shall be provided to the membership.

COMMITTEES

The board may establish committees, which shall be responsible to the board.

The board may authorize funds for committee expenses.

No Chapter member may serve on any one committee for more than six consecutive years.

SUBUNITS

Subunits may be established and disbanded by the Chapter, according to Chapter Recommended Practices.

FUNDS, CONTRACTS AND PROPERTY

Funds for Chapter expenses shall be derived in part or in whole from the Association as an allotted share of the annual dues paid by Chapter members.

Any agreement, contract, or obligation entered into by the Chapter, including the purchase of property such as office machines, filing cabinets, computer equipment, etc., shall have advance approval of the board. Any agreement, contract or obligation must be in compliance with Association liability limits as prescribed in Chapter Recommended Practices.

NOMINATIONS AND ELECTIONS

A Nominating Committee for each election of members to the board shall be appointed by the board. Nomination of candidates for each office and the election of candidates shall be determined by Chapter Recommended Practices.

DISSOLUTION AND MERGER

The Chapter may petition the Association Board of Directors for dissolution, or for merger with another Chapter, by vote of its membership in accordance with Chapter Recommended Practices.

COMMUNICATIONS

Chapters shall institute suitable mechanisms to facilitate communications with and between its members regarding Chapter activities, affairs, issues, and other matters.

CHAPTER REPRESENTATION AND AFFILIATION

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

AMENDMENTS

This governing document may be amended by an affirmative vote of two thirds of the members present at any Chapter meeting. Revisions in, or amendments to, the Chapter governing document shall be reviewed by the Association Bylaws Committee, prior to presentation to the Chapter membership.

Approved by Chapter Cabinet: June 10, 2003

Approved by Board of Directors: January 21, 2004

Effective Date: February 1, 2004