TO: ALA-APA Council  
FROM: ALA-APA Transition Team  
Nancy Kranich (chair), Charles Beard, Leslie Burger, June DeWeese, Paulette A. Feld, Gloria J. Leonard, Vivian Pisano, Suzanne Reymer, Patricia H. Smith, Barbara K. Stripling, Thomas L. Wilding  
RE: Final Transition Recommendations  

SUMMARY OF ACTION(S) REQUESTED:  

(1) The ALA-APA Transition Team moves adoption of the Bylaws of the ALA Allied Professional Association (ALA-APA), as originally approved by the ALA Council, January 2002, with proposed revised language reflecting the discussion and work of this Council. (ITEM 1 – p3)  

(2) The ALA-APA Transition Team moves adoption of the ALA-APA Council procedures, as included in ALA-APA Council Procedures, January 2003. (ITEM 2 – p7)  

(3) The ALA-APA Transition Team moves establishment of the ALA-APA Rules for Committee Establishment & Appointment. (ITEM 3 – p9)  

(4) The ALA-APA Transition Team moves establishment of the ALA-APA Budget Analysis and Review Committee. (ITEM 4 – p11)  

BACKGROUND SUMMARY: CURRENT ALA-APA STATUS  

- At the 2001 Annual Conference, the ALA Council authorized establishment of an allied professional association to enable certification of “individuals in areas of specialization beyond the ALA-recognized masters degree.”
At the 2002 Midwinter Meeting, the ALA Council approved bylaws, as amended, for a more broadly conceived organization, the ALA Allied Professional Association (hereafter ALA-APA), to “promote the mutual professional interests of librarians and other library workers.”

At the 2002 Midwinter Meeting, the ALA Council directed the ALA President “to appoint a transition team charged to take an operating plan to Council at the 2002 Annual Conference.” 2001-2002 ALA President John W. Berry appointed a team of 11 ALA members and 2 staff members in March 2002. Working by email and conference call, the Transition Team organized its work into seven areas, appointing a subcommittee (working group) for each. In all, 47 ALA members were involved in transition deliberations.

The ALA-APA Council convened for the first time at the 2002 Annual Conference in Atlanta. On the recommendation of the Parliamentarian, the ALA-APA Council began review of the ALA-APA Bylaws article-by-article. The first three articles were considered, but no final action was taken on adoption of the Bylaws by the ALA-APA Council.

At the 2002 Annual Conference, the ALA Council heard a report on financial issues related to ALA-APA from the Treasurer, who recommended approval of an ALA-APA Business Plan before the ALA Executive Board committed to an establishment loan. The ALA Council endorsed the ALA-APA Guiding Principles as amended. (Attachment #1)

The ALA-APA Board of Directors also convened for the first time at the 2002 Annual Conference and approved procedural rules as recommended by the ALA-APA Transition Team.

In June 2002, the ALA Executive Board also met and authorized expenditure of $15,000 to develop an ALA-APA Business Plan. The ALA Executive Board also authorized access to up to $40,000 (repayable loan) to cover ALA-APA transition costs. Approval of the ALA-APA establishment loan was postponed, pending availability of an approved ALA-APA Business Plan.

The ALA Allied Professional Association was chartered in the State of Illinois.

On November 22, 2002, on the recommendation of the ALA-APA Board of Directors Finance & Audit Subcommittee (hereafter F&A), the ALA-APA Board accepted the Business Plan presented by Management, as reviewed and modified by the Budget Analysis & Review Committee (hereafter BARC) and by F&A.

For additional background, see the ALA-APA Chronology, available at: http://www.ala.org/hrdr/ala_apa.html (Attachment #2)
ITEM 1: ALA-APA BYLAWS

The ALA-APA Transition Team moves adoption of the Bylaws of the ALA Allied Professional Association, as originally approved by the ALA Council, with proposed revised language reflecting the discussion and work of this Council.

RECOMMENDED BYLAWS:

BYLAWS
ALA-Allied Professional Association (ALA-APA)

Article I. Name

The name of this body shall be ALA Allied Professional Association (ALA-APA).

Article II. Object

The object of the ALA-APA shall be to promote the mutual professional interests of librarians and other library workers.

Article III. Limitations

A. The ALA-APA is a private, nonprofit entity. No part of its net earnings shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Board shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

B. The bylaws and policies of the ALA-APA may not conflict with ALA policies or with the ALA Constitution and Bylaws in other than insubstantial ways (e.g. nomenclature, scheduling and other editorial differences).

Article IV. ALA-APA Council

A. The ALA-APA Council shall consist of those individuals who are concurrently serving as members of the ALA Council.
B. The ALA-APA Council shall be the governing body of the ALA-APA and shall determine all policies of the ALA-APA. Its decisions shall be binding on the ALA-APA.

C. The ALA-APA shall hold at least one meeting each year. All meetings of the ALA-APA Council shall be open to ALA members and the press.

D. The quorum for the ALA-APA Council shall be the same as that for the ALA Council.

**Article V. ALA-APA Board of Directors**

A. The ALA-APA Board of Directors shall consist of those individuals who are concurrently serving as members of the ALA Executive Board.

B. The Board of Directors shall act for the ALA-APA Council in the administration of established policies and programs. The Board shall be the body that manages, within this context, the affairs of the ALA-APA.

C. The ALA-APA Board of Directors shall hold at least one meeting each year. All meetings of the ALA-APA Board of Directors shall be open to ALA members and the press, except for discussions affecting the privacy of individuals or institutions, or on confidential legal matters.

D. A majority shall constitute a quorum of the Board of Directors.

**Article VI. Officers**

The officers of the ALA-APA shall be those individuals who are concurrently serving as officers of the ALA.

**Article VII. Committees**

A. The ALA-APA Board of Directors or Council may establish standing or special committees and prescribe their purpose and composition. Only personal members of ALA shall be appointed to committees, except by authorization of the ALA-APA Board of Directors. In such cases, a majority of members must be personal members of ALA, and the quorum shall be a majority of the members of ALA on that committee.

B. The Board shall establish a standing certification review committee for each proposed certification specialty program. Each review committee
will include active practitioners and LIS educators. Each review committee must include at least one representative of the public (who may not be a librarian or employed by a library). The primary purpose of each review committee will be to oversee development and administration of a validated testing instrument, based on the subject standards for professional practice, licensed from the American Library Association. Appointments to each certification review committee will be for four years, non-renewable. Initial appointments will be staggered. The certification review committee(s) will report to the ALA-APA Board of Directors.

C. The Board shall establish a standing committee of seven to nine members to guide ALA-APA activities in support of better salaries, comparable worth, pay equity, and similar programs for librarians and other library workers in all types of libraries. This committee will report to the ALA-APA Council.

**Article VIII. Parliamentary Authority**

The parliamentary authority will be the same as that used by the ALA and shall govern the ALA-APA in all cases to which it can be applied and in which it is not inconsistent with the provisions of the law, the ALA-APA Bylaws, or adopted rules of the ALA-APA.

**Article IX. Fiscal Year**

The accounting (fiscal) year will be that of the ALA.

**Article X. Amendments**

Proposals for amending these bylaws shall originate in the ALA-APA Board of Directors or the ALA-APA Council. To take effect, amendments require a two-thirds vote of the Board at any legally constituted meeting and a majority vote of the ALA-APA Council.

**Article XI. Dissolution**

Upon dissolution of the ALA-APA, the Board shall, after paying or making provision for the payment of all liabilities, contribute any remaining assets to the American Library Association.
BACKGROUND: ALA-APA BYLAWS

ALA Council amended and adopted ALA-APA Bylaws at the 2002 Midwinter Meeting. The text of those adopted Bylaws is included in column one of ALA-APA Bylaws: Development and Comparison (Attachment #3).

The ALA-APA Bylaws, as amended and adopted by the ALA Council, were presented for adoption to the ALA-APA Council at the 2002 Annual Conference. The ALA-APA Council began, but did not complete, consideration. The ALA-APA Bylaws were not adopted by the ALA-APA Council at that time.

Subsequent to the 2002 Annual Conference, ALA-APA Council members shared concerns and proposed alternative bylaws language through the Council discussion list and other forums. These communications were reviewed by members of the ALA-APA Transition Team and incorporated into a proposed revised set of ALA-APA Bylaws. The first set of proposed revisions was distributed to Council members in November 2002. They are included in column two of ALA-APA Bylaws: Development and Comparison (Attachment #3).

Further discussion and work by members of Council resulted in additional alternatives being proposed in November 2002. Again, the comments and proposals were reviewed by members of the ALA-APA Transition Team. Members of the Transition Team, working with members of Council who had developed alternative language, then developed a “consolidated” recommendation, incorporating recurring alternatives. This “consolidated” revision is included in column three of ALA-APA Bylaws: Development and Comparison (attached). Joining the ALA-APA Transition Team in final preparation were Councilors Gorman and Golrick, as well as Norman Horrocks, Chair, ALA Constitution and Bylaws committee and member of the ALA-APA Transition Working Group on governance.

The ALA-APA Transition Team recommends that the ALA-APA Council consider the ALA-APA Bylaws. This version is the same as the recommendations that appear in column three, ALA-APA Bylaws: Development and Comparisons (Attachment #3).
ITEM 2: ALA-APA COUNCIL PROCEDURES

The ALA-APA Transition Team moves adoption of the ALA-APA Council procedures, as listed in ALA-APA Council Procedures, January 2003.

ALA-APA COUNCIL
PROCEDURES
January 2003

ALA-APA Council Meetings

1. A meeting of the ALA-APA Council will be held in conjunction with the ALA Annual Conference. An additional meeting may be held in conjunction with the ALA Midwinter Meeting.

2. Whenever there is a meeting of the ALA-APA Council, there will also be an ALA-APA Information Session, in conjunction with the ALA Council/Executive Board/Membership Information Meeting.

3. The regular meeting of the ALA-APA Council will be scheduled immediately preceding ALA Council II.

4. Members of the American Library Association are encouraged to attend the meetings of the ALA-APA Council and to contact at-large, division, round table and chapter councilors.

5. The President of the ALA-APA will be the presiding officer of the ALA-APA Council. In his/her absence, the President-elect of the ALA-APA Council will preside.

Motions, Resolutions and Referrals

6. Motions and resolutions will be submitted in a manner consistent with that followed by the ALA Council.

7. Reports from ALA committees will not be considered by the ALA-APA Council unless referred, for specific consideration and/or action, by the ALA Council.

8. Items may be referred to the ALA Council following the normal procedures for referral.

9. Documents for the ALA-APA Council will be clearly distinguished from those for the ALA Council.
Recurring Reports and Actions

10. Annually, the ALA-APA Treasurer will report to the ALA-APA Council on the financial status of the ALA-APA.

11. Annually, the ALA-APA Treasurer will present to the ALA-APA Council for its approval the ALA-APA budgetary ceiling for the next fiscal year.

Minutes and Annual Reports

12. Reports of, as well as actions resulting from, ALA-APA committees will be incorporated in the minutes of the ALA-APA Council and distributed to all ALA-APA Council members.

13. Results of ALA-APA activities will be compiled in an Annual Report, which will be distributed to all members of the ALA-APA Council.

BACKGROUND: ALA-APA COUNCIL PROCEDURES

Operating rules and procedures, separate from Bylaws, are commonly adopted by governing bodies. Such rules may establish regular meeting times, define the procedure for submitting resolutions or other business, define recurring reports which the governing body will expect, etc. These recommended rules were developed by the ALA-APA Transition Team working group on governance, which included Councilors with experience on the ALA Council.
ITEM 3: RULES FOR COMMITTEE ESTABLISHMENT AND APPOINTMENT

The ALA-APA Transition Team recommends adoption of the ALA-APA Rules for Committee Establishment and Appointment, dated January 2003.

ALA-APA Rules for Committee Establishment and Appointment
January 2003

(1) Either the ALA-APA Council or ALA-APA Board of Directors may establish a standing, special or joint committee.

(2) The appointing body will determine the name, charge, size, length of service and any other rules for the committee so-established.

(3) The committee service year will be the same as that used by the American Library Association.

(4) Only personal members of the American Library Association may be appointed to an ALA-APA committee, except by authorization of the ALA-APA Board of Directors. Where individuals who are not personal members of the ALA are appointed, a majority of the members of the committee must be personal members of the ALA.

(5) Initial appointments to any new committee must be for staggered terms, so that the terms of appointees will overlap.

(6) No individual may be a member of the same committee for more than four consecutive years.

(7) The ALA-APA President-elect will appoint a chair of each standing committees for one-year (renewable) term. Chairs of special committees may be appointed for the life of the committee.

(8) Vacancies will be filled by the ALA-APA President-elect, with the consent of the ALA-APA Board of Directors.

(9) No individual shall serve on more than one of the ALA-APA committees or subcommittees simultaneously, except as that individual represents the parent committee as a member of a subcommittee.

(10) Only personal members of ALA shall be appointed to committees, except by authorization of the ALA-APA Board of Directors. In such cases, a
majority of members must be personal members of ALA, and the quorum shall be a majority of the members of ALA on that committee.

(11) Votes in committees may be taken by mail, electronic system or conference call, provided that all members are canvassed simultaneously. An affirmative vote from two-thirds of the full body shall be required, which includes a majority of the ALA members. Each committee shall have the authority to set a time limit within which the votes of its members shall be recorded, but if no such time limit is set, no vote shall be counted unless received within 30 days from the day the text of the matter voted upon was mailed, properly addressed, to those entitled to vote on the matter involved.

(12) No committee shall incur expense on behalf of the ALA-APA except as authorized, nor shall any committee commit the ALA-APA by any declaration of policy.
ITEM 4: ESTABLISHMENT OF THE ALA-APA BARC

The ALA-APA Transition Team recommends that the ALA-APA Council establish the ALA-APA Budget Analysis and Review Committee, whose members shall be those individuals who are concurrently serving on the ALA Budget Analysis & Review Committee. The ALA-APA Budget Analysis and Review Committee will report at each Board/Council/Membership Information Session.

BACKGROUND: ALA-APA Budget Analysis and Review Committee

BARC plays a key role in budget analysis, review and reporting, for both the Board and the Council. The Board relies on BARC for analysis of the annual budget. The Council relies on BARC for both budget-related information and for analysis of the financial impact of potential Council actions. For these reasons, the ALA-APA Transition Team recommends establishment of the ALA-APA Budget Analysis and Review Committee as a standing committee of the ALA-APA Council. The ALA-APA Transition Team further recommends that its members be those individuals concurrently serving on the ALA Budget Analysis and Review Committee.
CONCLUDING COMMENTS

The first ALA-APA Transition Team report (2001-2002 CD#24.1) included a number of recommendations related to ALA-APA financial support and ALA-APA services. These recommendations were considered by the ALA-APA Board of Directors and staff in the development of the ALA-APA Business Plan. The ALA-APA Business Plan was reviewed with, and is supported by, the Transition Team.

The ALA-APA Transition Team thanks the ALA Council and Executive Board for assistance in considering and preparing recommendations for the transition to an ALA Allied Professional Association. The members of the ALA-APA Transition Team also thank the many members who served on its various working groups:

**ALA/APA Transition Team**

Nancy Kranich (Chair), Charles Beard, Leslie Burger, June DeWeese, Paulette A. Feld, Gloria J. Leonard, Vivian Pisano, Suzanne Reymer, Patricia H. Smith, Barbara K. Stripling, Thomas L. Wilding

**Working Groups**

**Certification**: Barbara K. Stripling (Chair), David R. Dowell, Lorraine H. Olley, Cal Shepherd, Joyce G. Taylor, Philip Tramdack, Carol G. Walters, E. Blanche Woolls

**External Relations**: Gloria J. Leonard (Chair), Margaret Maes Axtmann, Diane M. Fay, Michael A. Golrick, Raymond H. Markey, Vivan M. Pisano, Ann C. Sparanese

**Funding**: Patricia H. Smith (Chair), Liz Bishoff, Greg Calloway, Marcia L. Boosingher, Jennifer Jung Gallant, Dottie R. Hiebing

**Governance**: Nancy C. Kranich (Chair), Kay A. Cassell, Karen Danczak-Lyons, Robert P. Doyle, Norman Horrocks, Kenton L. Oliver, Patricia A. Wand, M’Lis Wendt

**Legislative/General Advocacy**: Charles E. Beard (Chair), Mary Rinato Berman, Wayne Coco, Sally G. Reed, Andrea Sevetson, Emily Sheketoff

**Membership Benefits/Responsibilities**: Leslie B. Burger (Chair), June L. DeWeese, Paulette A. Feld, Marianne Hartzell, Susan B. Madden, Suzanne Reymer

**Salaries/Pay Equity**: Thomas L. Wilding (Chair), Carol A. Brey, Ellen G. Fader, Mike Leber, Margaret Myers, Sarah B. Watstein
ATTACHMENTS AND REFERENCES:

Current Documents (Attached)

- ALA-APA Guiding Principles (Attachment #1)
- ALA-APA Chronology (Attachment #2)
- ALA-APA Bylaws: Development and Comparison (Attachment #3)
- ALA-APA Certification Summary (Attachment #4)

Reference File:

Many previous documents are available on the website, including the following:

2001-2002 CD#24.1, ALA-Allied Professional Association Transition Team Recommendations to the ALA-APA Council and the ALA-APA Board of Directors