

At the 2001 Annual Conference, the ALA Council authorized establishment of an allied professional association to enable certification in specializations beyond the initial professional degree. At the 2002 Midwinter Meeting, the ALA Council approved bylaws (**column 1**) -- the ALA-Allied Professional Association (ALA-APA) -- for a more broadly-conceived organization in order to advance "the mutual professional concerns of librarians and other library workers." The new organization is complementary to, rather than competitive with, ALA; it differs in purpose and scope from ALA and will be subject to different regulations. It will provide services under a different section of the U.S. Internal Revenue Code.

The Bylaws for this separate organization "may not conflict with the ALA policies or with the ALA Constitution and Bylaws in other than insubstantial ways." No constitution comparable to ALA's is proposed. The practice of establishing a Constitution was common in the 19th century, when associations, lacking any well-established body of defined practice, often used governmental models. Today, contemporary associations adopt bylaws to serve the same purpose as the earlier constitution and bylaws. There is no legal or governance requirement for a constitution, either in addition to, or as distinct from, bylaws.

At the 2002 Annual Conference, the ALA-APA Council raised a number of concerns about the Bylaws passed by the ALA Council at the 2002 Midwinter Meeting. The ALA-APA Transition Team reviewed those concerns and recommended some changes (**column 2**); a document including those recommended changes was made available in November 2002. That document included revised bylaws, recommended for adoption by the ALA-APA Council at the 2003 Midwinter Meeting, along with information about comparable ALA Constitution and Bylaws provisions and commentary from the ALA-APA Transition Team.

Subsequent to the distribution of the November 2002 document, further work by individual members of the Council and discussion on Council's electronic list have led to additional, recommended changes (**column 3**). The ALA-APA Transition Team recommends to the Council approval of the Bylaws of the ALA Allied Professional Association (ALA-APA). A correction has also been made on the Bylaws approved by the ALA Council at the 2002 Midwinter Meeting, incorporating an amendment approved by consent. This amendment was incorrectly omitted in the earlier side-by-side comparison text.

COLUMN 1:

**ALA Allied Professional Association
Bylaws -- As approved by the ALA
Council, January 2002**

I. Name:

ALA Allied Professional Association (ALA/APA)

COLUMN 2:

**ALA Allied Professional Association --
Bylaws -- recommended for approval by
the APA Council, January 2003
(changes from January 2002
underlined)**

I. Name:

ALA Allied Professional Association (ALA-APA)

COLUMN 3:

**ALA Allied Professional Association --
Bylaws -- recommended for approval
by the ALA-APA Council, January 2003
(changes from the previous
recommendation underlined)**

I. Name:

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

ALA Comparison: ALA Constitution - Article I: The name of this body shall be the American Library Association.

Comments: The form of displaying the name was changed from ALA/Allied Professional Association to ALA-Allied Professional Association (ALA-APA), based on discussion by Council.

II. Purpose:

The ALA Allied Professional Association (ALA/APA) shall exist to promote the mutual professional interests of librarians and other library workers.

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The ALA -Allied Professional Association (ALA-APA) shall exist to promote the mutual professional interests of librarians and other library workers.

II. Object

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

ALA Comparison: ALA Constitution - Article II: The object of the American Library Association shall be to promote library service and librarianship.

ALA Comparison: ALA Policy 1.2 - The mission of the American Library Association is to provide leadership for the development, promotion, and improvement of library and information services and the profession of librarianship in order to enhance learning and ensure access to information for all.

Comments: ALA and the ALA Allied Professional Association are legally separate organizations with different purposes. ALA's purpose is broad and essentially "public" in its orientation, while ALA-APA's purpose is more narrowly-focused on the "mutual professional interests of librarians and other library workers." ALA is a large, complex organization, with a governance structure that has changed and developed over a long period of time. ALA-APA was conceived as a new, smaller, simpler organization.

III. Limitations:

ALA/APA is a private, nonprofit, tax-exempt, voluntary 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.

Bylaws and policies of the ALA/APA may not conflict with the ALA Constitution and Bylaws.

III. Limitations:

ALA-APA is a private, nonprofit, tax-exempt, voluntary 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.

Bylaws and policies of the ALA-APA may not conflict with the ALA Constitution and Bylaws in areas of fundamental values.

III. Limitations

Article III.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 purposes.

Article III. 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).

ALA Comparison: ALA Policy 4.6 -- Members of the Executive Board shall not use their Board or Association relationships for their personal gain....

ALA Comparison: ALA Policy 4.7 -- ALA may secure the services of members on a fee for service basis as independent contractors....

Comments: This is a common clause in contemporary bylaws. There is no comparable clause in ALA's Constitution or Bylaws. ALA is a private, nonprofit, tax-exempt, voluntary entity. Unlike a for-profit corporation, its net earnings are not distributed in the form of "dividends" to stockholders or payments to Directors. ALA is tax-exempt under section 501(c)3 of the IRS code, which applies to charitable/educational organizations. The ALA-APA will apply for tax-exemption under section 501(c) 6 of the IRS code, which applies to professional organizations. Each category of tax-exemption has different advantages and restrictions. These are reflected in the purposes of the ALA and the ALA-APA.

Comments: ALA and ALA-APA are two separate legal organizations. There may be legitimate "differences" in the Bylaws. ALA-APA is -- by design -- a smaller, simpler organization; it is not designed to be a competitor to ALA but to provide specific services of value to individual practitioners which ALA itself cannot provide except to an "insubstantial" extent. The intent of this language is that these differences may not rise to the level of conflict. For instance, any language that would permit the ALA-APA to discriminate against persons based on ethnicity, religion or sexual orientation would be a basic conflict. Closing all ALA-APA meetings would be a conflict. A difference in the name of the Board (Board of Directors rather than Executive Board) may be seen as just a difference, arising from the different time of drafting. The same individuals sit on both the ALA and ALA-APA Board and Council. This is the ultimate safeguard against divergence in fundamental philosophy and values.



IV. Council:

A. Selection

The members of the ALA/APA Council shall be those individuals who are concurrently serving as members of the ALA Council.

ALA Comparison: ALA Constitution - Article VI., ALA Bylaws Article IV. These provisions define the membership and function of the ALA Council.

Comments: The membership of the ALA-APA Council is defined as those individuals who are concurrently serving as members of the ALA Council. This is a common legal strategy when organizations create an "allied" organization. It is a basic means of ensuring fundamental philosophical consistency.

B. Duties and Functions of the ALA/APA Council

The Council of ALA/APA shall be the governing body of the Association. The Council shall determine all policies of ALA/APA and its decisions shall be binding upon ALA/APA.

ALA Comparison: ALA Constitution - Article VI, Section 1 (b). The Council shall determine all policies of the Association, and its decisions shall be binding upon the Association, except as provided in Sec. 4 (c) of this Article.

Comments: The role of Council as defined in the ALA-APA Bylaws is consistent with the role of the ALA Council. The reference to 4 (c) does not apply to ALA-APA as it is not a direct membership association.

C. Meetings of the Council

The Council of the ALA/APA will meet not less than once annually, at a time and place designated by the Council and advertised to the membership of the American Library Association. All meetings of the Council of the ALA/APA will be open to the press and to members of the American Library Association.

ALA Comparison: ALA Bylaws - Article IV, Section I (b) -- The Council shall hold at least two meetings a year.

ALA Comparison: ALA Policy 7.4.3 -- Open Meetings.

Comments: (1) The ALA-APA is conceived as a simpler organization than ALA, with a narrower purpose. It is likely that the ALA-APA will not address the broad range of policy issues routinely addressed by the ALA Council and may, consequently, need to meet less frequently. The provision obligates the ALA-APA Council to meet at least once a year, but it does not in any way prohibit it from additional meetings. (2) The ALA Council has historically been open to non-members as well. The intent of the ALA-APA Bylaws is to have open meetings, with the exceptions specified.

IV. Council:

A. Selection

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

B. Duties and Functions of the ALA-APA Council

The Council of the ALA-APA shall be the governing body of the Association. The Council shall determine all policies of the ALA-APA and its decisions shall be binding upon ALA-APA.

C. Meetings of the Council

The Council of the ALA-APA will meet not less than once annually, at a time and place designated by the Council and advertised to the membership of the American Library Association. All meetings of the Council of the ALA-APA will be open to the press and to members of the American Library Association.

IV. ALA-APA Council

Article IV. A. The ALA-APA Council shall consist of those individuals who are concurrently serving as members of the ALA Council.

Article IV. 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.

Article IV. C. The ALA-APA Council 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. Quorum

A majority of the Council of the ALA/APA shall constitute a quorum.

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A majority of the Council of the ALA-APA shall constitute a quorum.

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

ALA Comparison: ALA Constitution - Article VI, Sec. 3 -- Seventy-five voting members of the Council shall constitute a quorum.

Comments: In initially drafting ALA-APA Bylaws, a simple majority was the proposed quorum. A simple majority is a common quorum for a governing body. Based on discussion at the 2002 Annual Conference and subsequently on the Council discussion list, a revised quorum, consistent with the ALA Constitution, was recommended by the ALA-APA Transition Team. The Transition Team noted, however, that the ALA Council quorum had not been increased as the number of members of the Council increased. Based on that observation, the ALA-APA Transition Team suggested that the ALA Council consider the pros and cons of a quorum consisting of less than 50% of the governing body. The final recommended language for the ALA-APA Bylaws ties the quorum to the ALA Council quorum, but does not specify a number. Thus, should the ALA Council and membership choose to change the ALA Council quorum, the ALA-APA Council quorum would automatically change to be consistent with ALA.

V. Board of Directors

A. Selection

The members of the ALA/APA Board of Directors shall be those individuals who are concurrently serving as members of the ALA Executive Board.

V. Board of Directors

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

V. ALA-APA Board of Directors

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

ALA Comparison: ALA Constitution - Article VII, Sections 1 and 2

Comments: As is the case with the ALA-APA Council, this is a common strategy for organizations establishing "allied" organizations. While the two organizations are legally separate, have different purposes and, thus, will undertake different activities, some basic consistency in values and overall direction is desirable. This is often best achieved by completely-interlocking governing bodies. It is possible to have a partially interlocked governing body (cf. the Freedom to Read Foundation and ALA), but there may be less assurance of congruence. A partially interlocked governing body may also add cost.

B. Duties and Functions of the ALA/APA Board

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

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

Article V. 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.

ALA Comparison: ALA Constitution - Article VII, Section 3: The Executive Board shall act for Council in the administration of established policies and procedures....

Comments: The function of the ALA-APA Board of Directors is consistent with the role of the ALA Executive Board. There is a difference in terminology.

C. Meetings of the Board of Directors

The Board of the ALA/APA will meet not less than once annually, at a time and place designated by the Board and advertised to the membership of the American Library Association. All meetings of the Board of the ALA/APA will be open to the press and to members of the American Library Association, except for discussion of matters affecting the privacy of individuals or institutions or confidential legal issues.

C. Meetings of the Board of Directors

The Board of the ALA-APA will meet not less than once annually, at a time and place designated by the Board and advertised to the membership of the American Library Association. All meetings of the Board of the ALA-APA will be open to the press and to members of the American Library Association, except for discussion of matters affecting the privacy of individuals or institutions or confidential legal issues.

Article V. 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.

ALA Comparison: ALA Policy 7.4.3

Comments: The ALA-APA Bylaws are consistent with ALA policy and practice. As is the case with the ALA-APA Council, the bylaws require the Board of Directors to meet at least once a year but do not in any way prohibit it from additional meetings.

D. Quorum

A majority of the Board shall constitute a quorum.

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A majority of the Board shall constitute a quorum.

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

ALA Comparison: ALA Constitution - Article VII, Sec. 4: A majority shall constitute a quorum of the Executive Board.

Comments: The ALA-APA Bylaws are consistent with ALA policy and practice.

VI. Officers

The officers of the ALA/APA shall be those individuals who are concurrently serving in the same position in the American Library Association.

VI. Officers

The officers of the ALA-APA shall be those individuals who are concurrently serving in the same position in the American Library Association.

VI. Officers

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

ALA Comparison: ALA Constitution - Article VIII.

Comments:

VII. Committees

The Board or Council may establish committees and prescribe their purpose and composition. Committees may include persons not on the Board or Council of the ALA/APA. A majority of members of any committee must be members of the American Library Association.

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The Board or Council may establish committees and prescribe their purpose and composition. Committees may include persons not on the Board or Council of the ALA-APA. A majority of members of any committee must be members of the American Library Association.

VII. Committees

Article VII.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.

ALA Comparison: ALA Constitution - Article VIII, Sec. 3. ALA Bylaws specific that "only personal members of the Association shall be appointed to committees except by authorization of the [ALA] Executive Board." This section of Bylaws also includes extensive language about committees and includes a list of standing committees.

Comments: The initial intent of the Bylaws difference ("a majority of members of any committee must be members of the American Library Association" was to allow for flexibility -- e.g. the appointment of someone from outside the field (e.g. a specialist on comparable worth) to an ALA-APA committee, if such an appointment would facilitate the development and delivery of services to the field. At the same time, the intent in specifying that a majority on any committee be members of the ALA was to ensure overall consistency in values, as well as knowledge of the field.

The Board must establish a Certification Review Committee, of three to five members, for each proposed certification specialty program. Each Certification Review Committee will include active practitioners and LIS educators. The primary purpose of a Certification 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 a 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.

The Board must establish a Certification Review Committee (standing), of three to five members, for each proposed certification specialty program. Each Certification Review Committee will include active practitioners and LIS educators. The primary purpose of a Certification 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 a 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.

Article VII. B. The Board shall establish a standing certification review committee for each proposed certification specialty program. Each such committee will include active practitioners and LIS educators. Each committee so-established 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 such 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.

ALA Comparison: ALA Constitution - Article VIII -- This article includes a list of standing committees.

Comments: Establishment of the ALA-APA was originally (June 2001) authorized for the purpose of certification in specializations beyond the first professional degree. The requirement for a Certification Review Board is consistent with best practice in many other certifying organizations. The requirement that there be a Board for each certification program and that its membership connect to the ALA unit(s) in which the standard for professional practice was developed is consistent with recommendations of the ALA Committee on Education and the ALA-APA Transition Team Certification Working Group. The length of appointment is consistent with ALA practice for the ALA Committee on Accreditation and reflects an assumption about the need to acquire deep familiarity with the standard and program of certification. Certification boards often include a representative of the public served by those being certified.

The Board must establish a Status of Library Workers Committee (standing), of seven members, to guide ALA-APA activities in support of better salaries, comparable worth, pay equity, and similar programs related to the status of librarians and other library workers.

Article VII. 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.

ALA Comparison: ALA Constitution - Article VIII -- This article includes a list of standing committees.

Comments: The report of the ALA-APA Transition Team (June 2002) recommended addition of a committee to address pay equity, comparable worth and other status-related issues. This was also recommended in subsequent Council discussion.

VIII. Parliamentary Authority

The current edition of The Standard Code of Parliamentary Procedure (original edition by Alice Sturgis) governs this organization in all parliamentary situations that are not provided for in the law or in its bylaws or adopted rules.

VIII. Parliamentary Authority

Article VIII. The parliamentary authority will be the same as that used by the ALA and shall govern 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.

ALA Comparison: ALA Bylaws - Article XI, Sec. 1 -- Sturgis Standard Code of Parliamentary Procedure, in the latest edition, shall govern the Association in all cases to which it can be applied and in which it is not inconsistent with the Constitution, the Bylaws, or special rules of order of the Association.

Comments: The proposed article is consistent with ALA Bylaws and with contemporary language. Note that the title of the latest edition is "The Standard Code of Parliamentary Procedure."

VIII. Fiscal Year

The accounting (fiscal) year will be consistent with that of the ALA (September 1 - August 31).

IX. Fiscal Year

The accounting (fiscal) year will be consistent with that of the ALA (September 1 - August 31).

IX. Fiscal Year

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

ALA Comparison: ALA Bylaws - Article I, Sec. 7

Comments: The ALA and ALA-APA have a consistent fiscal year, currently September 1-August 31.

IX. Amendments

Amendments to these bylaws may originate in the ALA/APA Council or in the Board. These Bylaws may be amended by a two-thirds vote of the Board at any legally constituted meeting and must be ratified by a majority vote of the ALA/APA Council.

X. Amendments

These Bylaws may be amended by a two-thirds vote of the Board at any legally constituted meeting and must be ratified by a majority vote of the ALA-APA Council.

X. Amendments

Article X. 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.

ALA Comparison: ALA Constitution - Article XI -- All proposals for amending the Bylaws shall originate in the Council. A proposed amendment or new bylaw shall become effective when it shall have been approved by a majority of the members of the Council present and voting at a meeting of the Council, followed by ratification by the members of the Association either by a vote by mail of a majority of the members voting, or by a majority vote of the members present and voting at a membership meeting of the Association....

Comments: The ALA-APA is a significantly smaller, simpler organization than ALA. In ALA-APA, Bylaws amendments may originate with the ALA-APA Board, in which case the ALA-APA Council provides the "check and balance" provided by membership within ALA. Alternatively, ALA-APA Bylaws amendments may originate in Council, with a two-thirds vote of the Board also required for final adoption.

X. 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.

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.

XI. Dissolution

Article XI. 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.

ALA Comparison: No comparable provision exists.

Comments: This is a common provision in contemporary bylaws. Inclusion of such a provision does not imply any intent to dissolve. Rather, it is an insurance that were such a thing to happen any remaining assets of the allied organization would go to ALA -- rather than to some other entity. Further, inclusion of such a provision does not imply any "claim" on ALA assets. The ALA and ALA-APA are legally separate organizations.



