

Indiana Library Federation, Incorporated Bylaws

Article I: Name

The name of this organization shall be Indiana Library Federation, Incorporated, hereinafter referred to as "ILF."

Article II: Purpose

The purpose of ILF shall be to lead, educate and advocate to advance library services for the benefit of Indiana libraries, their patrons, and the library and information profession.

Article III: Membership

Section 1: Any person or institution interested in the purposes of this organization may become a member of ILF on payment, and ILF's receipt, of dues.

Section 2: Membership and dues, both personal and institutional, shall be reviewed and paid on an annual basis.

Section 3: Personal, Trustee and Affiliate members, as defined in the Articles of Incorporation, shall be voting members. All other members are non-voting.

Section 4: The ILF Board may terminate the membership of any individual or institution for cause, including but not limited to behavior that is unlawful, unethical, or significantly disruptive to the mission, activities, or reputation of ILF as determined by the ILF Board. The ILF Board shall deliver written notice to the member detailing the basis for the proposed termination. The member shall have an opportunity to respond to said notice within fifteen (15) days of its receipt. NO earlier than fifteen (15) days following receipt of the ILF Board's notice by the member, the ILF Board may terminate the member's membership by a majority vote.

Article IV: Membership Meetings

Section 1: The place and time of the annual meeting of ILF shall be determined by the ILF Board. The annual meeting will coincide with the ILF annual conference unless otherwise directed by the ILF Board.

Section 2: Special membership meetings may be called by the ILF Board or upon the written request of seventy-five (75) or more members of ILF. At least two (2) weeks notice of such a special meeting shall be given electronically, by the requesting party, and only business referenced in the notice may be addressed and acted upon during the special meeting. Special meetings may be held in person, virtually, or in a hybrid format.

Section 3: Seventy-five (75) voting members, representing no less than thirty (30) different member institutions, shall constitute a quorum of ILF for the conduct of business at any meeting of ILF. For a mail or electronic vote, a minimum of the lessor of ten percent (10%) or one hundred (100) of the voting

members, shall constitute a quorum of ILF. A record of attendance shall be taken to verify quorums at membership meetings.

Article V: Associations

Section 1:

ILF shall have four (4) primary Associations:

- Indiana Public Library Association (IPLA)
- Indiana Academic Library Association (IALA)
- Association of Indiana School Library Educators (AISLE)
- Indiana Library Stakeholders Association (ILSA)

Each Association shall have a membership that reflects a distinct type of library affiliation. IPLA, IALA, and AISLE reflect members affiliated with, or having an interest in, a public library, a school library, or an academic library. ILSA is composed of a variety of groups such as trustees of public library boards, friends of libraries organizations, foundation representatives, retirees, advocates and general supporters of all libraries.

Section 2: Members of ILF shall identify an Association for their primary affiliation upon joining or renewing membership.

Section 3: The purposes of the Associations include providing affiliation by members, advising the ILF Board and Executive Director about issues relevant to an Association's members, and providing member representation of the Association on the ILF Board's nominations and appointments to ILF committees.

Section 4: In consultation with, or in acceptance of nominations from each Association's membership or leadership, the ILF Board shall confirm an Association Advisory Board. Association Advisory Board members are confirmed annually. Any resignations from the Association Advisory Board shall be communicated from the Association Advisory Board to the ILF Board, and the ILF Board shall confirm a replacement to serve out the remaining term of the vacated member's seat.

Section 5: Each Association Advisory Board shall meet at least once per calendar year, hold any meetings in coordination with the ILF office staff and submit minutes of any meeting to ILF office staff. Each Association Advisory Board shall provide regular reports to the ILF Board describing its prior and planned activities and its recommendation of Association Advisory Board members for the next year.

Section 6: Association Advisory Board members may be removed by the President for lack of membership, participation or positive representation of ILF or the Association, or at the request of the Association Advisory Board chair for any legitimate reason as determined by the Association Advisory Board chair.

Section 7: The ILF Board may discontinue an Association if it fails to be a viable Association for two (2) consecutive years. Lack of viability includes failure to perform the requirements of an Association as set forth in these Bylaws and to meet other procedural requirements of ILF.

Article VI: Divisions

Section 1: Divisions may be established by the ILF Board to meet special mutual library interests or issues identified by members.

Section 2: Members of ILF may indicate their interest in Divisions for their affiliation upon joining or renewing membership.

Section 3: The purposes of the Divisions are to provide a means for member affiliation and to advise the ILF Board and ILF office staff on issues relevant to their areas of focus.

Section 4: In consultation with, or in acceptance of nominations from each Division's membership or leadership, the ILF Board shall confirm a Division Leadership Team. Division Leadership Team members are confirmed annually. Any resignations from the Division Leadership Team shall be communicated from the Division Leadership Team to the ILF Board, and the ILF Board shall confirm a replacement to serve out the remaining term of the vacated member's seat.

Section 5: Each Division Leadership Team shall meet at least once per calendar year, hold meetings in coordination with the ILF office staff and submit minutes of any meeting to ILF office staff. Each Division Leadership Team shall provide regular reports to the ILF Board describing its prior and planned activities and its recommendations of Division Leadership Team members for the next year.

Section 6: Division Leadership Team members may be removed by the President for lack of membership, participation or positive representation of ILF or the Division, or at the request of the Division Leadership Team for any legitimate reason.

Section 7: The ILF Board may discontinue a Division if it fails to be a viable Division for two (2) consecutive years. A lack of viability includes failure to fulfil the requirements of a Division as set forth in these Bylaws and to meet other procedural requirements of ILF.

Article VII: Officers

Section 1: ILF may rotate the presidency between Associations on a rolling basis. If there is no available candidate from a particular Association during said Association's turn in the rotation, either due to lack of member interest or representation, the ILF Board may nominate any qualified candidate, regardless of Association affiliation. The officers of ILF shall be: (a) a President, (b) a Vice President, (c) the immediate Past President, (d) a Secretary, (e) a Treasurer, (f) and an Assistant Treasurer who also serves as the Treasurer Elect. At the end of their respective term, the President shall be succeeded by the Vice President. The Treasurer shall be succeeded at the end of their two (2) year term by the Assistant Treasurer.

Section 2: The terms of all officers shall commence on January 1. Except as otherwise provided herein, the President, Vice President, and immediate Past President will serve in each of these roles until December 31 of the year in which they commenced serving their office. However, once an individual becomes a Vice President, it becomes a three (3) year commitment consisting of one (1) year each as the Vice President, President, and immediate Past President. The Secretary, Treasurer, and Assistant Treasurer shall serve for two (2) consecutive years, each ending on December 31, with the Assistant Treasurer subsequently serving an additional two (2) years as the Treasurer.

Section 3: The duties of all the officers shall be ordinarily implied by their respective titles, in addition to duties specifically mentioned in the Articles of Incorporation, ILF Bylaws, ILF Leadership Notebook, and ILF Policies and Procedures, all of which shall be made available to members upon request. A brief description of each officer's duties and responsibilities are:

- **President:** Serves as chair of the ILF Board, presides over meetings, acts as official spokesperson, appoints committee leaders, consults on the annual budget, and represents ILF in official capacities.
- **Vice President:** Assists the President, presides in their absence, assists with annual conference planning, and succeeds the President in the following term.
- **Immediate Past President:** Advises the ILF Board, chairs the Nominating Committee, and supports leadership transition.
- **Secretary:** Records meeting minutes, preserves records of meetings, assists with election ballots, and maintains the leadership roster.
- **Treasurer:** Oversees ILF finances, reviews and presents financial reports, approves payments, advises on investments, and supports the audit process.
- **Assistant Treasurer:** Supports the Treasurer, helps develop the annual budget, and serves as Treasurer-elect by succeeding the Treasurer in the following term.

Section 4: The Secretary and the Treasurer shall render annual reports to ILF at its annual meeting, and these reports shall be filed and preserved with the records of ILF in a secured online location and in the physical office for ILF.

Section 5: The Secretary shall ensure a complete file of records of the proceedings of all meetings of ILF, and the ILF Board, are preserved at a physical location and saved securely online.

Section 6: In the event of a vacancy in the office of President, the Vice President shall become the President and shall serve as such, both for the unexpired term and for the succeeding term. The ILF Board shall have the power to fill the vacancy of Vice President, and the member so named shall serve as Vice President until the next election, when a Vice President shall be regularly nominated and elected.

Section 7: In the event of vacancies in the same year in the office of both President and Vice President, the ILF Board shall have the power to fill both vacancies and to name directors to serve in both vacancies. The members so named shall serve out the remainder of the unexpired term.

Section 8: In the event of a vacancy in the office of Treasurer, the Assistant Treasurer shall become the Treasurer and shall serve as such, both for the remaining unexpired term and for the subsequent elected term. The ILF Board shall have the power to fill the Assistant Treasurer vacancy, and the member so named shall serve as Assistant Treasurer until the next regularly scheduled election, when a new Assistant Treasurer shall be regularly nominated and elected.

Article VIII: Board of Directors

Section 1: The officers referenced in Article VII, together with two (2) members from each of IPLA, IALA, AISLE, and ILSA, two (2) at-large members, and the American Library Association Councilor, shall constitute the Board of Directors (the "ILF Board"), of which the President of ILF shall be the chair of the ILF Board. The Executive Director of ILF, Indiana State Library, or their designees, and the appointed member(s) of the Indiana Library and Historical Board upon the recommendation of the ILF Board [as set forth in Ind. Code 4-23-7-2(b)(2)], shall be non-voting ex-officio members.

Section 2: The ILF Board shall administer the business affairs of ILF and may appoint an Executive Director to serve at the ILF Board's discretion. The ILF Board shall approve all appointments to special and standing committees, fill vacancies in any office, arrange the program for the annual meeting, and decide on the place and time for the same. A majority shall constitute a quorum of the ILF Board. However, the membership of ILF may, at any regular annual meeting, or at any special meeting subject to the provisions of Article IV, Section 2 of these Bylaws, and subject to the laws of the State of Indiana take direct action on any questions proposed by a quorum of the ILF Board or membership, as applicable, overturn or amend decisions made by the ILF Board, or give mandatory instructions to the ILF Board, provided that at least thirty (30) member institutions are represented to constitute a quorum, and the proposed action is approved by a majority vote of those present and voting.

Section 3: Except with respect to any decisions or action taken by the membership in accordance with Section 2, above, which shall constitute a formal action of ILF, the ILF Board shall be the sole authority for taking formal action using the name of ILF.

Section 4: The ILF Board shall recommend one or more individuals to the Governor of Indiana for appointment to the membership of the Indiana Library and Historical Board for a term of four (4) years, in accordance with Ind. Code 4-23-7-2(b)(2).

Section 5: The ILF Board shall take no action which would cause the tax-exempt status of ILF to be changed or revoked.

Section 6: The Directors on the ILF Board shall serve two (2) year, staggered terms, and shall be elected by the membership of ILF. Directors may serve for up to 6 (six) consecutive years, subject to re-election by the membership.

Section 7: The ILF Board shall have the authority to declare an office of ILF, director position, or ALA Councilor, vacant if the individual elected: (1) is unable to serve as a result of death; (2) no longer resides in the State of Indiana; (3) fails to continue membership in ILF; (4) is unable to fulfill the duties of the office or position; or (5) is intentionally absent from three (3) meetings in a row.

Section 8: The ILF Board may adopt rules for its own governance consistent with the laws of the State of Indiana and the Articles of Incorporation and ILF Bylaws.

Article IX: Elections

Section 1: At least three (3) months prior to each annual meeting, the ILF Board shall appoint a Nominating Committee, which shall consist of a representative of each Association and the immediate Past President, who shall serve as chair of the Nominating Committee. If the immediate Past President is

not available, the President may appoint another Director of the ILF Board to serve as chair of the Nominating Committee. If a representative from an Association is unavailable, the President may appoint an at-large member to the Nominating Committee. In developing the slate of candidates to present to membership for a vote, the Nominating Committee shall endeavor to seek qualified candidates to create a balanced and diverse representation of positions, types of libraries, geography, skills and demographics that reflect the membership.

Section 2. The Secretary, or designee of ILF, shall provide the chair of the Nominating Committee a list of the active membership. Each year the Nominating Committee shall propose the name of at least one candidate for each office. A candidate may be proposed by thirty (30) or more members in the form of a formal petition delivered to the Nominating Committee no less than six (6) weeks prior to the annual meeting, which shall contain the consent of proposed candidate to serve. Prior to sending information and ballots to the membership as hereinafter described, the Nominating Committee shall obtain a written agreement to serve, if elected, from each person nominated. At least four (4) weeks prior to the annual meeting, the Secretary shall send, or direct to be sent, information and ballots containing the names of all nominees for all offices to all voting members whose dues are current. The chair of the Nominating Committee shall report on the results of the election at the business session of the annual meeting.

Section 3: In the case of tie elections, or disputed elections of ILF, the ILF Board shall be the final authority for determining a process to resolve the outcome of the election, or to decide on the outcome of a disputed election. In the event of a tie or disputed election, the ILF Board shall hold a special meeting of the ILF Board and, by a majority vote of the ILF Board, take whatever action may be necessary to determine the outcome of the election.

Article X: American Library Association (ALA) Affiliation

ILF shall hold and maintain formal affiliation with the American Library Association ("ALA") and shall elect a Councilor for representation on the Council of the ALA (the "ALA Councilor") in accordance with Article IX of these Bylaws at the business session of the annual meeting that immediately precedes the expiration of the term of the incumbent Councilor. The three (3) year term of ALA Councilor shall commence at the adjournment of the ALA Annual Conference following election. In consultation with the Associations, the ILF Board may designate liaisons to affiliated organizations within ALA, such as Association for College and Research Libraries (ACRL), American Association of School Librarians (AASL), Public Library Association (PLA) and United for Libraries (for trustees, friends and foundations).

Article XI: Committees

Section 1: An Executive Committee composed of the President, Vice President, immediate Past President, Secretary, Treasurer, and Assistant Treasurer is commissioned by and responsible to the ILF Board to function on behalf of the ILF Board in matters of emergency in interim periods between regularly scheduled ILF Board meetings. The Executive Committee also may act on specific tasks as delegated by the ILF Board. The Executive Committee shall not operate to circumvent the responsibility and authority vested in the ILF Board by the Articles of Incorporation and these Bylaws. The Executive Director shall serve as a non-voting member of the Executive Committee.

Section 2: The ILF Board shall assign each standing or special committee a committee charge and shall consider reports and recommendations from committees related to programs or policies that advance the mission of ILF.

Section 3: The ILF Board may create standing or special committees at any time.

Section 4: Members of any standing or special committee shall be appointed by the President of ILF, subject to the approval of the ILF Board. The selection of committee members is a cooperative effort between the President and the ILF Board to assure effective committees.

Section 5: Task forces that are limited in duration or purpose may be established and discontinued at the discretion of the ILF Board, or Executive Director, subject to the approval of the ILF Board.

Section 6: The President and Executive Director of ILF shall be non-voting ex-officio members of all committees. The President may ask consultants to serve in an advisory capacity to ILF committees, which relates to the interest or advancement of library services, subject to the approval of the ILF Board.

Section 7: Terms of membership on a committee are determined by the committee's standing rules, as approved by the ILF Board. Generally, each standing committee will include a chair and vice chair, and individuals with current membership, in staggered terms. Committee chairs and vice chairs shall be appointed annually unless otherwise specified in the committee's standing rules.

Section 8: Committee members may be removed by the President of ILF for lack of membership, participation or positive representation of ILF or at the request of the committee chair for any legitimate reason.

Article XII: Fiscal Year

The fiscal year of ILF shall begin on the first day of January and end on the last day of December. Membership dues shall be collected annually. The term for all ILF Board, Officer and leadership positions shall be on a calendar year basis.

Article XIII: Financial Matters

Section 1: The ILF Board may authorize the Treasurer, Assistant Treasurer, or designee by resolution, to establish bank accounts, invest funds, and to represent ILF in all financial matters.

Section 2: All checks, drafts or other orders for payment of money or transfer of funds by ILF shall be authorized by the Treasurer, Assistant Treasurer, or by such person or persons as the ILF Board may designate by resolution.

Section 3: Unless authorized by the ILF Board, no loan shall be made by or contracted on behalf of ILF.

Section 4: The ILF Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the Articles of Incorporation or these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5: The ILF Board may authorize the Treasurer, Assistant Treasurer, or designee by resolution, to establish dedicated trusts for special member programs.

Article XIV: Parliamentary Authority

In all matters not covered by the Articles of Incorporation or these Bylaws, ILF shall be governed by the latest edition of *Robert's Rules of Order*.

Article XV: Policies and Procedures

The ILF Board shall establish written policies and procedures to define operational activities of ILF.

Article XVII: Legal Construction

As provided in the Indiana Nonprofit Corporation Act of 1991, as amended and/or its successors, all corporate governing documents should be read harmoniously. However, where there is a clear conflict of terms, the provision(s) found in the more foundational document controls: the Articles of Incorporation, the Bylaws, ILF Board policies, ILF Board committee charters, and any other documents, in that order.

Article XVIII: Amendments

These Bylaws may be amended as provided by the Articles of Incorporation.

Membership Approved April 18, 1991

Revised and Membership Approved April 7, 1994

Revised and Membership Approved April 26, 1996

Revised and Membership Approved April 7, 1998

Revised and Membership Approved March 14, 2000

Revised and Membership Approved April 10, 2001

Revised and Membership Approved May 1, 2002

Revised and Membership Approved April 13, 2004

Revised and Membership Approved January 14, 2006

Revised and Membership Approved March 8, 2006

Revised and Membership Approved May 18, 2007

Revised and Membership Approved May 14, 2008

Revised and Membership Approved November 16, 2009

Revised and Membership Approved December 26, 2013

Revised and Membership Approved November 2, 2014

Revised and Membership Approved Fiscal Year Change March 9, 2017

Amended by the Board September 14, 2017 and Membership Approved Bylaws October 31, 2017

Amended by the Board September 22, 2025 and Membership Approved Bylaws November 11, 2025