

BY-LAWS

Chapter I

Membership

Applications for membership shall be made upon an official request form furnished by The Branch. The membership period is from January 1st to December 31st. The membership consists of individual members and member institutions. Applications will be forwarded to the Board of Directors for review. A member in good standing with The Branch shall enjoy the rights and privileges, including participation at meetings, voting, and holding office, as provided in The Constitution and Bylaws. A member of good standing is current on any dues/fees for the current year.

Termination of Membership

Any member may withdraw their membership by notifying the Secretary and Treasurer in writing. A member may be expelled for actions considered contrary to the objection of The Branch. Charges of adverse actions must be submitted in writing to the Board of Directors. A member charged shall be entitled to due process hearing before The Board. If a majority of The Board of Directors agree that charges are supported by the evidence, their decision is final. A member may be expelled for improper use of The Branch membership to promote commercial products or services.

Chapter II

Officers and Duties

The term of office for each officer is provided in the Constitution. Officers must be members of The Branch in good standing at the time of election and throughout their term in office.

A. President:

Indiana Branch Duties:

- Adhere to the Indiana Branch AALAS Constitution
- Preside at all Branch meetings and call special meetings, as needed.
- Convene the Board of Directors for a meeting at least once a quarter and as often thereafter as the business of The Branch may require
 - Additional meetings may be called by a majority of the Board of Directors
- Preside at all Board of Directors meetings. If unavailable, President Elect may preside
- Coordinate correspondence to the Branch via email and/or website. Help facilitate maintenance of website and social media.
- Maintain communication with the president-elect to provide smooth transition to office and hold an office transition meeting after new elections.

- Appoint all committee chairs.
- Distribute copies of the Constitution and By-laws to new officers and members each year.

District 5 Duties:

- Attend or appoint a designee Branch Officer or member to attend the District 5 annual meeting

National AALAS Duties:

- Must be a National AALAS Member.
- Distribute, or coordinate distribution, of National AALAS information to The Branch.
- Attend, or appoint a designee(s) branch officer or member(s) to attend the National AALAS Officer Meeting and any CE or professional development offerings

B. Immediate Past-President:

Indiana Branch Duties

- Assist with presidential transition
- Attend Board of Director Meetings
- Act as presiding officer and perform related duties as assigned in the absence of the president.
- Branch Historian
- Assist in planning annual Awards Banquet in conjunction with their immediate past-presidential year.

District 5 and National AALAS Duties

- Attend or appoint a designee branch officer or member to attend (if President is not attending), the officer meeting at the District 5 annual meeting
- Attend or appoint a designee branch officer or member to attend (if President is not attending), the National AALAS annual meeting

C. President Elect:

Indiana Branch Duties

- Assist president with duties, as needed
- Attend Board of Director Meetings
- Post all meeting details and other information on website

District 5 and National AALAS Duties

- Attend or appoint a designee branch officer or member to attend (if President is not attending), the officer meeting at the District 5 annual meeting

- Attend or appoint a designee branch officer or member to attend (if President is not attending), the National AALAS annual meeting

D. Secretary:

Indiana Branch Duties

- Record the minutes of the meetings of the Branch and Board of Directors and maintain records, including attendance to meetings.
- Maintain an officer roster and submit to National AALAS within 30 days of election and annually by February 1st.
- Submit Branch Constitution and by-laws to National AALAS annually and revised copies upon revisions.
- Maintain a current Branch membership roster with contact information.
 - Submit to National AALAS by May 1st and as requested.
 - Maintain email distribution list of members.
- Send announcements of Branch meetings to members and distribute current officer lists
- Send thank you notes and other correspondence to speakers and donators

E. Treasurer:

Indiana Branch Duties

- Receive any dues or monies for The Branch, including membership dues.
- Pay bills as incurred by The Branch authorized by The Board of Directors
- Inform The Board of Directors at each meeting a statement of income and expenses and provide annual report
- Keep and maintain Branch financial records
- Manage all Branch accounts and login information including username and passwords. Provide to President and President-elect as well as incoming Treasurer to allow for transitions.
- Provide certificates of attendance to Branch members for CE credit
- Update names on account information when new Treasurer is elected
- Ensure one additional active Executive Committee member (preferably President) is listed on the bank out for transitional purposes.

F. Executive Council:

Indiana Branch Duties

- Must attend at least 75% of Board of Director's Meetings. If unable to attend, President must be notified.
- Each council member must be involved in at least 1 committee.
 - One member will serve as the Technician Branch Representative

- Discuss and vote on Branch issues and aid in determining policies including financial decisions

Chapter III

Board of Directors

The Board of Directors consists of the President, Past President, President Elect, Secretary, Treasurer and the members of the Executive Council. The Board of Directors will hold at least one meeting each quarter as decided upon or called on by the President. Additional meetings may be called by The Board itself if requested by at least 3 members. All members of The Board shall be in good standing with The Branch. The functions of The Board of Directors are included, but not limited to, Article IV in The Constitution.

Chapter IV

Committees

The Standing Committees of the Branch shall be the Executive Committee and the Election and Membership Committee. The president, with the advice and consent with The Board of Directors shall annually appoint a chairperson for each committee unless otherwise stated. The chairman must be a member of good standing with The Branch and can be removed from chair with a majority vote from The Board. The president has the authority to appoint special committees when necessary. These committees will act and report on matters designated by the president.

- A. Executive Committee: consists of the President, Past-President, President Elect, Secretary, Treasurer and Board of Directors. The duties of the executive committee include making decisions relevant to the financial affairs and day-to-day business of The Branch. The committee will also establish dates, locations, and arrange for educational presentations, plan annual awards party, and provide meeting details for the website.
- B. Election and Membership Committee: This committee will solicit new memberships and review applications for membership of The Branch. Recommendations for or against membership will be presented to The Board. This committee is also responsible for soliciting officer nominations and submitting it to The Board. This committee will tally election ballots and report the results to the executive committee.

Chapter V

Meetings

- A. General meetings: Times will be decided and announced by the President. The president will attempt to rotate meeting site locations and/or coordinate a video/tele-conference. There shall be a minimum of 1 general meeting of The Branch annually.
- B. Special Meetings: called by the President or Board of Directors with at least one week's notice to members stating the reason(s) for the meeting.

Chapter VI

Conflicts of Interest Policy

- A. An individual who serves in an elected or appointed office or position does so in a representative or fiduciary capacity that requires loyalty to IN-AALAS. At all times while serving in such office or position, an individual shall further the interests of the Association as a whole. In addition, the person shall avoid:
 - 1. Taking any action on behalf of IN-AALAS when their personal or professional interests or those of their immediate family or another business, party, group, or organization in which they are involved may conflict with their representative or fiduciary duty to IN-AALAS.
 - 2. Using information learned through such office or position for personal gain or advantage for themselves, or other persons or entities.
 - 3. Obtaining from a third party an improper gain or advantage for themselves, or other persons or entities.
- B. As a condition for selection, each nominee, candidate, or applicant shall agree to comply with this Conflict-of-Interest Policy.
- C. While serving in an elective or appointive office or position for AALAS, an individual shall comply with this Conflict-of-Interest Policy and report any situation that might be construed as placing the individual in a position of having an interest that may conflict with his or her duty to IN-AALAS.
- D. Any officer or Council Member who may have a possible conflict of interest in connection with any matter that is a matter of action before the Executive Committee shall disclose such interest to the other members of the committee.
- E. The Executive Committee shall determine whether a conflict of interest does exist with the matter under consideration. If it is determined that the Officer or Council Member does have a conflict of interest, that person shall not participate in the deliberation and vote concerning such matter.
- F. Any nonparticipation in the deliberation and vote required of any Officer or Council Member in accordance with this policy shall not prevent him or her from answering questions concerning it from the Executive Committee.
- G. Any disclosure and nonparticipation in the deliberation and vote concerning the matter by any Officer or Council Member in accordance with this policy shall be recorded in the minutes of the meeting at which the matter is considered.

Business Judgement Protection Policy

Officers and Council Members are legally protected from liability arising from an executive decision even if the decisions are proven to be unwise or unsuccessful as long as the Executive Committee Member acted in good faith, in a manner reasonably believed to be in the best interests, and with independent and informed judgment.

The Business Judgement Policy will not protect an Officer or Council Member from the liability if they fail to disclose a conflict of interest.

Chapter VII

Changes in By-laws

The Board of Directors may amend these by-laws by a two-thirds vote of The Board at any meeting in which a quorum is present. Procedures and other items not specified by The Constitution and Bylaws or by the action of the Board of Directors shall be in accordance with the National AALAS Constitution and Bylaws.

Chapter VIII

Amendments/Revision History

Aug 2023-New document

Dec 2024-Entire document updated with additional duties. President now also includes appointing committee chairs, holding transitional meeting after elections of new officers, overseeing website and social media pages, and must be a National AALAS Member. Immediate Past president now assists with planning the annual awards banquet with their immediate past-presidential year. The Vice President position has now been replaced with President-Elect. Secretary is now responsible for maintaining a current officer roster, copy of The Constitution and By-laws and submitting to National AALAS. The secretary is no longer responsible for maintaining social media pages. Clarified member distribution list to include maintaining a current Branch membership roster with contact information and submitting to National AALAS. Added duties to treasurer as ensuring an additional Executive Committee member is listed on the bank account and managing branch accounts with login information. Executive Council member duties updated to clarify meeting attendance and committee involvement. Added Conflicts of Interest and Business Judgement Protection Policies.