

# **BYLAWS**

## **Article I. Name.**

The name of this group shall be NASIG.

## **Article II. Objectives.**

The objectives of NASIG shall be:

- To facilitate and improve the distribution, acquisition, and long-term accessibility of information resources in all formats and business models.
- To support a network of information professionals including, but not limited to, librarians, publishers, and vendors engaging in understanding one another's perspectives and improving functionality throughout the information resources lifecycle with an emphasis on scholarly communications, serials, and electronic resources.
- To promote the development and implementation of best practices and standards for the distribution, acquisition, and long-term accessibility of information resources in all formats and business models throughout their lifecycle.
- To support the development of standards by NISO, an affiliated organization.
- To establish and maintain among the NASIG membership a means of communicating about scholarly communications, serials, e-resources, and other related professional interests and concerns.
- To provide continuing education programming to encourage knowledge sharing among NASIG members.
- To support the professional and career development of NASIG members.
- To convene an annual conference of the membership of NASIG.
- To publish the proceedings of the Annual Conference, and any other publications as authorized by the Executive Board.

## **Article III. Membership.**

### **Section 1. Membership Rights and Responsibilities.**

Active membership shall consist of individuals whose membership is in good standing and shall carry with it the right to vote, to hold office, and to share in the benefits afforded by the objectives of NASIG. Organizational membership consists of three or more individual memberships granted to designated individuals. Such individuals are full members of NASIG with all rights and privileges. The organization itself is not a member and cannot vote or otherwise function in NASIG as a collective entity.

Members shall act in accordance with the stated purposes and policies of NASIG and abstain from actions tending to injure the good name of the organization, disturb its well-being, or hamper its work. In cases where infractions occur, the Executive Board may take action as necessary.

The membership may, by a two-thirds majority of those voting as provided for in Article VIII, revise the actions of the Executive Board.

## **Section 2. Dues and Fiscal Year.**

Dues shall be remitted to NASIG annually by individuals desiring active membership. Proposals for changes in dues shall originate with the Executive Board and shall be voted upon by the membership by ballot. A two-thirds majority of those voting, as provided for in Article VIII, shall constitute a decision.

## **Section 3. Petition Process.**

NASIG members shall have the right to file a petition to reconsider a decision of the Executive Board or to change a process of the organization. Petitions are to be submitted to the Executive Board, must follow the petition template, and must include endorsement by at least ten active members of NASIG. Should the Board not choose to approve the motion in the petition, the issue will be decided by ballot as provided for in Article VIII.

# **Article IV. Executive Officers.**

## **Section 1. Titles.**

The executive officers of NASIG shall constitute a President, a Vice President/President-Elect, an immediate Past President, a Secretary, and a Treasurer.

## **Section 2. Eligibility.**

Any active member of NASIG shall be eligible for election to an executive office, except as otherwise stated in these Bylaws.

## **Section 3. Duties.**

The duties of the executive officers shall be as specified in the parliamentary authority adopted by NASIG, currently Robert's Rules of Order (Revised), except as otherwise stated in these Bylaws.

In case of a continued failure by any one officer to fulfill the duties of the office, the Executive Board may, by a vote of three-fourths of its members, declare the office vacant.

#### **Section 4. Terms of Office.**

The Vice President/President-Elect shall serve the first year after election as Vice President, the second year after election as President, and the third year after election as immediate Past President. The Treasurer shall be elected for a term of three years. The first year shall be served as Treasurer-Elect, followed by two years as Treasurer. The Secretary shall be elected for a term of three years. The Vice President/President-Elect, the Treasurer, and the Secretary shall not be eligible for re-election to a second term in the same office without an intervening period of two years. Terms of office for all Executive Board officers shall begin at the adjournment of the Annual Conference.

#### **Section 5. Vacancies.**

In the event of a vacancy in the office of President, the Vice President/President-Elect shall succeed to fulfill the unexpired term and to continue in that capacity for the following full term. Any other vacancy may be filled by appointment of the Executive Board, except as otherwise stated in these Bylaws.

### **Article V. Executive Board.**

#### **Section 1. Composition.**

The Executive Board shall consist of the executive officers of NASIG and six Members-at-Large who shall be nominated, elected, and serve in accordance with the provision of these Bylaws. Ex-officio members, appointed by the Board to assist the organization in any capacity, may serve at the request of the Board.

#### **Section 2. Eligibility.**

Any active member of NASIG shall be eligible for election to the Executive Board, except as otherwise indicated in these Bylaws.

#### **Section 3. Duties.**

The Executive Board, as a whole, shall have authority over the affairs of NASIG, shall submit reports and recommendations to the membership, and shall perform such other duties as specified in these Bylaws. Each member of the Executive Board shall perform the duties inherent to Board membership. In case of continued failure of any one member to participate in the deliberations of the Board, the Board may, by a vote of three-fourths of its members, declare the office vacant. Each Member-at-Large shall serve as a liaison between the Board and at least one standing committee.

#### **Section 4. Terms of Office.**

The terms of Board officers are detailed in Article IV, Section 4. Members-at-Large serve for three years, with two of the members rotating off each year in order to have staggered terms.

Members-at-Large shall not serve more than two consecutive terms in office without an intervening period of three years. Terms of office for the Executive Board shall begin at the adjournment of the Annual Conference.

### **Section 5. Vacancies.**

Vacancies in the elected positions of the Executive Board shall be filled by appointments of the Executive Board, except as otherwise provided in these Bylaws.

## **Article VI. Committees.**

### **Section 1. Composition.**

Any active member of NASIG shall be eligible to serve on committees. The President of NASIG shall serve as an ex-officio member of all committees, except the Nominations & Elections Committee.

### **Section 2. Standing Committees.**

Standing committees, and their chairs, shall be appointed by the Vice President/President-Elect with the approval of the Executive Board for terms commencing after the Annual Conference at which the Vice President/President-Elect assumes the Presidency. The size of the committee shall be determined by its needs. Committees may be subdivided, and additional appointments may be made by the current President with the approval of the Executive Board and the chairs of the corresponding committees.

### **Section 3. Terms of Office.**

When establishing a new committee, half of the members shall be appointed for a one year term and half for a two year term in order to have staggered terms thereafter. After the first year, all terms will be for two years except as otherwise provided in these Bylaws.

Members of standing committees, except the Nominations & Elections Committee and the Standards Committee, shall be appointed for terms of two years unless appointed by special action of the Board, and may be reappointed for a second term.

Members of the Nominations & Elections Committee shall be appointed for terms of one year. Nominations & Elections Committee members can be reappointed for a second one-year term provided that at least fifty percent of the committee consists of new members.

Members of the Standards Committee shall be appointed for terms of five years.

The Vice President/President-Elect of NASIG shall have the discretion to appoint a committee member to a third consecutive term without an intervening period if that appointment is for chair or vice-chair. In all other cases, members are limited to serving on the same committee for no more than two consecutive terms without an intervening period of two years.

#### **Section 4. Special Committees.**

The Executive Board may appoint special committees for a specific purpose and for a specific term.

#### **Section 4. Dissolution of Committees.**

The Executive Board may vote to dissolve a standing committee at the request of and/or in consultation with the committee chair and committee members, if the standing committee is no longer continuing core business, structural, or strategic functions of NASIG for which the standing committee was initially established, or another standing committee functionally fulfills its purpose.

### **Article VII. Elections and Nominations.**

#### **Section 1. Elections.**

The Nominations & Elections Committee shall submit an election calendar for the upcoming election cycle to the Executive Board no later than sixty days after the Annual Conference.

The election calendar shall state the steps and deadlines for:

- Nomination to eligible offices of the Executive Board.
- Announcements for the pending and final slate of candidates.
- Receiving nominations by petition.
- Execution of the ballot for said election cycle.

The Executive Board shall approve the calendar and report it to the membership within fifteen days after submission.

The election calendar deadlines shall be set to accommodate the following time requirements:

- Ballots for an election shall be distributed at least sixty days prior to the Annual Conference and completed ballots shall be accepted for ten working days after distribution.
- Persons seeking a nomination by petition shall be allowed at least fifteen days from the time of notice to the membership of the pending slate of candidates, to gather and submit their petitions to the Nominations & Elections Committee.

Candidates receiving a plurality of votes cast shall be elected. In case of a tie vote, the Nominations & Elections Committee shall decide the election by lot. Notice of those elected shall be communicated to the membership prior to the Annual Conference, with a declaration also made at the Annual Conference.

## **Section 2. Nominations.**

Nominations may be made by committee, by petition, or by write-in.

*Nominations by Committee:* The Nominations & Elections Committee shall present candidates for the position of Vice President/President-Elect, Secretary, Treasurer, and Members-at-Large, as required. The committee shall endeavor to present at least two candidates for each office to be filled. Candidates shall be selected in such a manner as to ensure as broad a representation as possible of NASIG constituencies and of the geographic distribution of the membership. As specified in the election calendar, members may submit nominations to the Nominations & Elections Committee for the above stated positions.

*Nominations by Petition:* Nominations may be made for any open position on the Executive Board by petition. Such petitions shall include endorsement by at least ten active members of NASIG as well as the written acceptance of the candidate. The petition must be submitted to the Nominations & Elections Committee by the deadline stipulated in the election calendar. Any nomination which meets the petition requirements shall be included on the official ballot.

*Write-In Candidates:* Space shall be provided on the ballot for write-in candidates for each office to be filled.

## **Section 3. Challenges.**

Challenges to the election results must be made to the President within ten days of the announcement of the election results.

## **Article VIII. Meetings and Voting.**

An annual business meeting shall be called by the Executive Board, to be held at the site of, or in conjunction with, the Annual Conference, whether in person, virtual, or hybrid. Notice of business meetings shall be distributed to the membership at least thirty days in advance of the meeting and shall include notice of business to be transacted. Notice shall also be distributed to the membership as soon as practical in the event the Annual Conference and/or business meeting must be cancelled.

Other meetings, either virtual or in person, may be called by the Executive Board as deemed necessary.

Voting may be conducted by either a physical or online ballot. To pass, ballots require a two-thirds majority of those members voting. If the ballot includes an amendment to the Bylaws, it will adhere to the guidelines set out in Article XII.

## **Article IX. Annual Review.**

The accounts of the Treasurer of NASIG shall be reviewed annually by an auditor chosen by the Executive Board.

## **Article X. Dissolution.**

In the event of the dissolution of NASIG, all assets and property remaining after meeting necessary expenses shall be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code, subject to an order of the Justice of the Supreme Court of the State of New York.

## **Article XI. Parliamentary Authority.**

Robert's Rules of Order (Revised), in the latest edition, shall govern all business and meetings of the membership and the Executive Board in all cases where it is not inconsistent with these Bylaws. A parliamentarian may be appointed for an indefinite term by the Executive Board to serve as a consultant to the Board.

## **Article XII. Amendments to Bylaws.**

Proposed amendments may be submitted in writing to the Bylaws Committee or may be presented at any meeting of the membership. Proposed amendments shall be distributed to the membership by the Bylaws Committee at least thirty days prior to the call for vote. Voting shall be conducted as provided for in Article VIII. An amendment shall become effective after adoption, unless otherwise stated.

[Adopted April 19, 1994; amended 1996; amended 1997; revised 2003; revised 2004; revised 2007; revised 2008; revised 2009; revised 2010; revised 2014; revised and amended 2016; revised and amended 2018; revised 2020; revised 2021; revised 2022; amended 2023]