

THE CONSTITUTION

Foreword.

The Cleveland Medical Library Association has profited from many benefactions. Some gifts have been left in trust with definite restrictions which must govern the actions of the Trustees. The Dudley P. Allen Fund, established in 1915 with the Cleveland Trust Company as trustee, provided that the net income would be paid to this Association on condition "that it does not enter into any alliance with any other organizations or institutions which shall seek to dominate its activities or the use of its funds for other than as a medical library or museum or other purpose for which it was originally incorporated."

The Elizabeth Severance Prentiss Fund, established in 1944 with the National City Bank of Cleveland as trustee, stated that the beneficiaries (of which this Association was one) were charitable, educational or religious institutions and owe their capital and income in large part to voluntary contributions by individuals and provided that "if there would be any marked change in the character, purpose, control or means of support of many of the institutions such, for example, as the derivation of a part of its operating cost from public revenues, or if the Trustee is of the opinion that any such institution is no longer conducted in such manner for such purpose as to warrant the continuance of the trust for its benefit" then the trust may be terminated by procedures prescribed in detail in the trust.

In addition, a number of other trust funds have been established for specific purposes, viz.: Roger G. Perkins Fund for additions to The Roger G. Perkins Collection on Public Health and Hygiene; Cleveland Dental Society Book Fund, dental books; William T. Corlett Fund for maintenance of the Corlett Room and purchase of books or journals on dermatology; the Cozad-Ford Homestead Fund to "buy, keep and maintain books and other literature relating to the study of malignant tumors."

The Board of Trustees is of the opinion that it is imperative that these provisions be kept in mind and for this reason this Foreword appears here and should appear in succeeding reprinting of this Constitution.

December, 1983

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ARTICLE I

NAME AND PURPOSE

Section 1. Name. The Association shall be known as the Cleveland Medical Library Association and shall be composed of physicians and others interested in medical and allied sciences.

Section 2. Purpose. Its object shall be to provide, maintain, and administer a medical library, together with a building to house it, under such regulations as are hereby or may be provided hereafter, and to promote the advancement of the art and science of medical education.

Section 3. Use by Public. In furtherance of the object of the Association described in the second section of this Article, the library and main reading room of the Association shall be open to use by the public, subject to such reasonable rules and regulations as the Board of Trustees may from time to time adopt, and subject to the payment of such nominal or reasonable fee for the use of said library as may be approved by the Board of Trustees. Nothing contained elsewhere in this Constitution shall be construed as limiting or depriving the public of the rights given by this section.

Section 4. This Constitution recognizes the equality of the sexes by acknowledging that in any of the text "he" shall be interpreted as "he/she," and "his" shall be interpreted as "his/her." In addition, "chairman" shall refer to persons of either sex.

ARTICLE II

MEMBERSHIP

Section 1. Membership. Membership in the Cleveland Medical Library Association constitutes membership in the Cleveland Health Sciences Library .

Section 2. Classes of Membership and Visitors.

A. The Board of Trustees shall have the authority to define classes of membership in the Cleveland Medical Library Association, to determine initiation fees and annual dues applicable to each category, and to define the privileges pertaining to each category.

B. Participation in the activities of the Cleveland Medical Library Association shall be available within four classes:

1) Visitors: In accordance with the purposes of the Cleveland Medical Library Association, the facilities of the Allen Memorial Library shall be available without charge to all persons who wish to visit the premises during regularly scheduled hours. The Board of Trustees may prescribe appropriate fees for services requested by such visitors.

2) Members: Persons or organizations may obtain membership in the Cleveland Medical Library Association by making application according to rules and procedures established by the Board of Trustees and paying dues as determined by the Board of Trustees for the various categories of membership. Members shall have the privilege of withdrawing books and other items from the premises, in accordance with principles and procedures approved by the Board of Trustees. Services beyond such defined privileges may be subject to charges as determined by the Board of Trustees. Membership shall be terminated automatically if a member is delinquent in payment of annual dues, with this exception: in accordance with an agreement between the Cleveland Medical Library Association and Case Western Reserve University, all full time members of the faculties of the Health Sciences Schools of the University shall have the privileges of individual membership in the Cleveland Medical Library Association without payment of annual dues. Privileges of a member may be terminated by administrative action, if after due notice of a violation and appropriate warning, the member repeats a violation or violations of library rules or procedures.

3) Fellows: Election to Fellowship in the Cleveland Medical Library Association shall be by vote of the Board of Trustees, which may establish various categories of Fellowship and prescribe appropriate initiation fees and dues for such categories. Application for Fellowship may be made by any person with professional qualifications in Health Science areas, as defined and published by the Board of Trustees. A majority vote of those present at a regularly scheduled meeting of the Board shall be necessary for election of an applicant. Elected Fellows shall have the privilege of participating in the governance of the Cleveland Medical Library Association by voting on the election of the Board of Trustees and on policy issues referred to the electorate, and shall be eligible to hold office and to serve on the Board of Trustees and on committees of the Cleveland Medical Library Association. In Fellowship categories subject to payment of annual dues, individual status as a Fellow shall be terminated 30 days after written notice to any Fellow who has remained delinquent in payment of dues for more than one year.

4) Fellows for Life: Fellows who have contributed a sum of money determined by the Board of Trustees shall be Fellows for Life upon acceptance of such contribution by the Board of Trustees. As such, they shall be exempt from annual dues for life and will enjoy other privileges as defined by the Board of Trustees.

Section 3. Discipline of Members. The Board of Trustees at any meeting may consider disciplining a member for cause, and if it finds sufficient reason, it shall request the member to appear personally with counsel in his defense. Both the member and counsel shall have the right of access to a bill of particulars available in the office of the Library at least 15 days prior to the date of the hearing.

The Board of Trustees shall have the authority to censure, suspend or expel any member of the Association for reasons which it deems sufficient, but a two-thirds (2/3) vote of all members of the Board shall be necessary therefore.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Powers of the Board of Trustees.

(a) The corporate powers, property and affairs of the Association (except as otherwise provided by law, by the Articles of Incorporation, or by this Constitution in regard to action required to be taken, authorized or approved by the members) shall be vested in, exercised, conducted, controlled and managed by a Board of Trustees.

(b) The Board shall have the power without limitation to sell, lease, mortgage or otherwise dispose of any real property owned by the Association without the vote of the members of the Association (except that such power to sell shall not be deemed to include the power to sell the Allen Memorial Medical Library Building).

(c) The action of all officers, committees, and employees shall be subject to the approval of the Board of Trustees, which shall have power to remove for cause any officer, committee member or employee and to fill the vacancy so created. The procedure followed in the Discipline of Members (Article II, Section 3) shall be employed when appropriate.

(d) The Board of Trustees shall have the power to fill vacancies in its Board up to the time of the next Annual Meeting of the Association unless the vacancy is for two years or less, in which event it shall fill the vacancy for the entire unexpired term. It shall also have the power to fill vacancies in any office.

(e) The Board of Trustees shall have power to appoint such committees as it may find necessary in the performance of its duties. All actions of all committees shall be subject to its direction and approval. It shall also have the power to dissolve inactive or obsolete committees.

Section 2. Composition of the Board of Trustees.

(a) Three trustees who are Fellows of the Association shall be elected annually for a five-year term. In addition, trustees may be elected to fill a vacancy for a term of not less than two years. Each trustee shall be eligible for re-election to a single five year term, and thereafter shall be ineligible for service as a trustee for a period of two years.

(b) One trustee who need not be a Fellow of the Association may be elected annually by the Board of Trustees for a three year term. Such trustees may serve three consecutive terms for nine years, but thereafter shall be ineligible for service as a trustee.

(c) The immediate past President shall serve as a member of the Board of Trustees for one year following his term of office.

(d) Should a retiring Trustee be elected President or Vice-President, he shall continue as a Trustee during his term of office.

Section 3. Meetings of the Board of Trustees. The regular meetings of the Board of Trustees shall be held on the second Monday in May, September, November and February. Additional meetings may be called by the President with at least one week's notice.

Section 4. Annual Report of the Board. The President shall render a report to the Association at its Annual Meeting.

Section 5. Quorum. A simple majority of the membership of the Board shall constitute a quorum. Trustees who are unable to be present for Board meetings may be represented by written proxy or may participate via telecommunication device.

Section 6. Nomination of Fellows for Trustees to be elected by the Board of Trustees.

(a) Nominating Committee. The President shall appoint a Nominating Chairman before the November meeting of the Board of Trustees. The Chairman shall confer with members of the Board of Trustees and representatives of the library staff and shall prepare a slate of one nominee for each vacancy to be filled, after ascertaining the willingness of each nominee to serve as trustee if elected.

The slate is to be presented to the Board of Trustees for election no later than the February meeting.

(b) Nominations of Trustees by Petition. Upon written petition signed by not less than 25 voting members, additional nominations may be made and, if submitted to the Secretary-Treasurer not later than 12:00 noon of the following January 31, shall be placed upon the official ballot.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers shall be a President, a Vice-President, and a Secretary-Treasurer. The Vice-President shall be the President-Elect.

(a) These officers shall be elected at the February meeting of the Board of Trustees and shall serve for the term hereinafter provided or until their successors have been elected and taken office.

(b) The Vice-President shall automatically succeed to the Presidency for the following year unless prevented from doing so by circumstances beyond his control.

Section 2. Qualifications for Officers. Only Trustees who have served at least two (2) years on the Board shall be eligible for election as Vice-President. In the event that the Vice-President does not succeed to the Presidency in any year, the same qualifications shall apply for the election of both officers.

A Trustee having served at least one year on the Board shall be eligible for election as Secretary-Treasurer.

Section 3. Terms of Office. The President, Vice-President and Secretary-Treasurer shall be elected for a term of one (1) year. Each of these officers shall serve until his successor has been elected and qualified.

In the event that the Vice-President does not succeed to the Presidency, the retiring President will be eligible for re-election for one additional term.

Section 4. Method of Electing Officers. There shall be a nominating committee consisting of the President, the Vice-President, and the immediate Past President, who shall act as Chairman.

This committee shall prepare a slate of candidates to be presented to the Board of Trustees at its regular February meeting. Additional nominations may be made at that time. Unopposed candidates shall be elected by voice vote. Proper ballots shall be prepared for the contested positions and mailed to members of the Board of Trustees that week. Ballots must be returned by the second Monday following the February meeting if they are to be counted. The Executive Committee shall act as the Tellers Committee at its next meeting, and resolve any ties by a method of its choice.

Section 5. Duties of the President. The incoming President shall take office at the conclusion of the Annual Meeting. He shall be chairman of the Board of Trustees and chairman of the Executive Committee. He shall preside over its meetings and the meetings of the Association. In conjunction with the Secretary-Treasurer he shall sign all contracts authorized by the Trustees and in general perform the duties pertaining to the office of President. He shall appoint suitable representatives to attend the meetings of organizations with comparable interests.

Section 6. Duties of the Vice-President. The Vice-President in the absence or during the disability of the President shall perform all the duties of that office.

Section 7. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall be responsible for the minutes of all meetings of this Association, the Board of Trustees and the Executive Committee. It shall be the responsibility of this officer to see to it that proper notices are issued for meetings, that the membership roll is accurate, and that members are notified of election and change of classification.

He shall have the responsibility for all funds, property and securities of this Association subject to such regulations as may be imposed by the Board of Trustees; shall see that a true and accurate accounting for the financial transactions of this Association is made; shall render to the Board of Trustees, whenever they require it, an account of all transactions as Secretary-Treasurer and of the financial condition of the Association and shall perform such other duties as from time to time may be assigned by the Board of Trustees or, subject to the authority of the Board, by the President.

The funds, books, and vouchers in the Secretary-Treasurer's hands shall at all times be subject to verification and inspection by the Board of Trustees.

Section 8. Duties of the Executive Secretary-Treasurer. At its discretion the Board of Trustees may employ an Executive Secretary-Treasurer and/or such other assistant officers, as from time to time it may deem desirable, to assist the Secretary-Treasurer in the performance of his duties. Such officers need not be Trustees, shall serve at the discretion of the Board and shall have only such authority as the Board shall specify.

ARTICLE V

COUNCIL AND COMMITTEES

Section 1. The Honorary Advisory Council shall consist of all past presidents of this Association in good standing as members. Its chairman shall be appointed annually by the President. The duties of the Council shall be to serve as special advisors and counselors of the Board of Trustees and its committees on request of the President of the Association. Meetings may be called by the President or Chairman of the Council.

Section 2. Committees. Limitations of Powers. The Board of Trustees shall have power to appoint such committees as it may find necessary in the performance of its duties. All actions of all committees shall be subject to its direction and approval. Any member of any committee may be removed for cause at any time by a majority vote of the Board of Trustees.

Section 3. Standing Committees.

- (a) Standing Committees of the Association. The only standing committee of the Association will be the Executive Committee.
- (b) Association Members of Standing Committees of the Cleveland Health Sciences Library.
 - 1) The Visiting Committee. All members of the Board of Trustees will serve on the Visiting Committee.
 - 2) The Joint Trustee Committee. The Association is represented by the President and three Trustees appointed by him, with the approval of the Board of Trustees.
 - 3) The Advisory Council. Four representatives of the Association are appointed by the Board of Trustees to serve three (3) year terms.

Section 4. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Secretary-Treasurer, the immediate Past President, and three other Trustees, nominated by the President and approved by the Board of Trustees. The President shall serve as Chairman.

The Executive Committee shall prepare the business for the consideration of the Board of Trustees and function in its place and stead, subject to such limitations as may be imposed upon it by the Trustees. It shall be responsible for arranging the programs for the Association's meetings. In addition, the Executive Committee shall attend to all aspects of the Board's responsibilities, encompassing activities previously assigned to various standing committees, including the Finance Committee, the Properties Committee, the Membership Committee, the Museum Committee, the Publications Committee, the Public Relations Committee, and the New Funds and Endowments Committee

The regular meetings of the Executive Committee shall be held at times set by the Chairman. Special meetings shall be held on the call of the President, Vice-President, or any other two (2) members. It is provided that 24-hour notice be given for a special meeting unless this requirement be waived by all the members of the Committee.

Section 5. Special Committees. The Board of Trustees may appoint Special Committees for specific purposes.

Section 6. Reports of Special Committees. The chairmen of Special Committees shall report for their respective committees at the regular meetings of the Board of Trustees and at other times when so directed by the Board.

ARTICLE VI

MEETINGS

Section 1. Regular Meetings of the Association. The Annual Meeting of the Association shall be held in April on a Friday which will not conflict with Easter or Passover observances. This meeting shall be held for the consideration of the report of the President as Chairman of the Board of Trustees, and for such other business as may come before it.

Section 2. Special Meetings of the Association. Special meetings may be called by the President, and must be called by him at the direction of the Board of Trustees or upon written request of twenty-five (25) voting members. At least three (3) days' notice of the time, place and purpose of such meeting shall be given by mail to each member entitled to vote.

Section 3. Meetings of the Board of Trustees. The regular meetings of the Board of Trustees shall be held on the second Monday in May, September, November and February. Additional meetings may be called by the President with at least one week's notice.

Section 4. Meetings of the Executive Committee. The meetings of the Executive Committee shall be held at times set by the Chairman. Special meetings shall be held on the call of the President, Vice-President, or any other two (2) members. It is provided that 24-hour notice be given for a special meeting unless this requirement be waived by all the members of the Committee.

Section 5. Proxies. Any Fellow entitled to vote at any meeting of the Association shall be entitled to be represented at such meeting, to vote or (except as otherwise provided in this Constitution) to exercise any of his rights as a Fellow by proxy or proxies appointed in writing signed by such Fellow. The form and use of any such writing shall be governed by the General Corporation Act of Ohio.

ARTICLE VII

ORDER OF BUSINESS

Section 1. Annual Meeting of the Association. The order of business for the Annual Meeting of the Association shall include the report of the President on the year's activities; the report by the Nominating Committee on the election of Trustees; induction into office of new Officers and new Trustees; unfinished and new business; and the scientific, literary or historic program.

Section 2. Rules of Order. All meetings of the Association and the Board of Trustees shall be governed by Robert's Rules of Order.

Section 3. Quorum. To constitute a quorum at any meeting of the Association, there shall be present in person or by proxy not less than twenty-five (25) members who are Fellows for Life or Fellows.

ARTICLE VIII

FEES AND DUES

Section 1. Initiation Fees. The Initiation Fee for a Fellow shall be determined by the Board of Trustees. These Initiation Fees shall be added to the Endowment Fund of the Association.

Section 2. Annual Dues. The Board of Trustees shall have the power to determine the annual dues of all classes of members and time of payment.

Honorary Fellows, Emeritus Fellows, Fellows for Life, and Inactive Members shall not be required to pay dues.

Any member elected during the first quarter of the year shall pay the full annual dues for his respective class of membership; members elected later in the year shall pay dues pro rata according to a schedule to be adopted by the Board of Trustees.

Section 3. Life Members. Fellows who have contributed a sum of money determined by the Board of Trustees shall be Fellows for Life upon acceptance of such contribution by the Board of Trustees. As such, they shall be exempt from annual dues for life.

Section 4. Delinquent Members. If the dues of a member are not paid on or before April 1st of the year in which they become due, the Treasurer shall notify such member of his delinquency, the Treasurer shall remove the name from the rolls and shall report the fact to the Board of Trustees at its next meeting. A member shall not be eligible for reinstatement by the Board of Trustees until he has paid the dues for the year in which he was delinquent when dropped.

ARTICLE IX

THE FISCAL YEAR

The fiscal year of the Association shall commence on July 1. It may be changed by order of the Board of Trustees to facilitate the business of the Association.

ARTICLE X

SEAL

The Seal of this Association shall consist of a circular device on the margin of which appear the abbreviations "Med. Bib. Soc. Cleve." and "1894" which represent the Latin equivalent for the name of the Association and the year of its establishment. The inner portion of the circle shall contain an open book and a candle with the words "Lux" above and "Librorum" below.

ARTICLE XI

AMENDMENTS

Amendments to the Constitution may be proposed by the Board of Trustees.

Amendments to this Constitution may also be proposed by any voting Fellow of the Association. This is to be presented in writing to the Board of Trustees at any regular meetings, and must be supported by the signatures of at least twenty-five (25) voting Fellows. The Secretary-Treasurer shall be responsible for mailing to the voting Fellows the proposed amendment or amendments on a suitable ballot, together with any pertinent material submitted by either those favoring the amendment or those opposed. The Board of Trustees may also make its recommendation in writing. Ballots must be returned within four weeks of the date of mailing and will be counted under the supervision of the Tellers Committee. A two-thirds (2/3) majority of those returning ballots shall be required to pass the amendment.

At the discretion of the Board of Trustees, or upon petition signed by twenty-five (25) voting Fellows, a special meeting of the Association may be called with at least two weeks' notice to debate the proposed amendment or amendments, but voting shall be by mailed ballot thereafter, as described above.