

BYLAWS

LITERACY RESEARCH ASSOCIATION, INC.

ARTICLE I

Name

The name of this corporation shall be the Literacy Research Association, Inc., hereinafter referred to as LRA, incorporated as a non-profit corporation under the laws of the State of Illinois in January 1991.

ARTICLE II

Object (or Purpose)

Section 2.1 The purpose of LRA shall be to promote the study and dissemination of information about literacy, literacy instruction, and related fields (e.g., literacy in content areas, teacher education, public policy, information studies, and multimedia).

Section 2.2 Neither the name of nor membership in LRA shall be used to promote personal benefit.

ARTICLE III

Members

Section 3.1 Members in good standing shall be persons interested in promoting the purpose and welfare of LRA and who pay membership dues.

Section 3.2 Membership is comprised of four categories: professional, emeritus, student, and family.

Section 3.3 Professional members are individual researchers, teachers, policy makers, administrators, consultants, and scholars who currently draw a primary income from these positions. Professional members have the right to vote and hold office.

Section 3.4 Emeritus members are individuals who have been members in good standing for at least 10 consecutive years, are at least 55 years of age, are no longer employed full-time, and are interested in promoting the purposes of LRA. Emeritus members have the right to vote and hold office.

Section 3.5 Student members are individuals enrolled in full-time study in pursuit of a graduate degree, who do not draw a primary income as researchers, teachers, policy makers, administrators, consultants, or scholars. Applications and renewals for student membership must be accompanied by evidence of graduate-student status by a professor or administrator. Student members have the right to vote but not hold office.

Section 3.6 Family members are two individuals who share a primary income. The family unit shall receive the copy of LRA publications. Both family members have the right to vote and hold office.

Section 3.7 Membership shall be for 12 months effective the date of joining. Members who fail to pay their dues will be dropped from membership.

ARTICLE IV Officers

Section 4.1 The elected Executive Officers shall be the President, President Elect, Vice President, and Past President.

Section 4.2 The Executive Officers shall serve for a term of one year, such office to start at the close of the Annual Business Meeting.

Section 4.3 The President shall act as chief executive officer, chairing meetings of the members and of the Board of Directors, and exercising general leadership and supervision over the affairs of the organization in implementing and representing its purposes. The President shall be responsible for approving the signing of contracts and other instruments of LRA and, along with the Treasurer, authorizing the disbursement of funds in accordance with the annual budget. The President shall fulfill other duties as directed by the Board of Directors. At the expiration of the term of office, the President shall automatically become Past President.

Section 4.4 The President Elect shall chair the Annual Conference Committee, organize the Annual Conference, and fulfill other duties as directed by the Board of Directors. In the absence of the President, the President Elect shall perform the duties of the President at any meeting of the members or of the Board of Directors. At the expiration of the term of office, the President Elect shall automatically become President. In the event that the office of President becomes vacant, the President Elect shall immediately become President and serve the remaining portion of the term plus their regular term, thereafter succeeding to the office of Past President.

Section 4.5 The Vice President shall serve as the Associate Chair of the Annual Conference Committee, prepare the Call for Proposals for the Annual Conference, chair the Nominations Committee, oversee the function and maintenance of the Innovative Community Groups (ICGs), and fulfill other duties as directed by the Board of Directors. In the absence of the President Elect, the Vice President shall perform the duties of the President Elect. At the expiration of the term of office, the Vice President shall automatically become President Elect. In the event that the office of President Elect becomes vacant, the Vice President shall immediately become President Elect and serve the remaining portion of the term plus their regular term, thereafter succeeding to the office of President.

Section 4.6 The Past President shall chair the Management Relations Committee, solicit

nominations and make appointments to the Standing and Awards Committees, and fulfill other duties as directed by the Board of Directors. In the event that the office of the Vice President becomes vacant, the Past President shall immediately assume the duties of that office until the next election. At the next election, the membership shall elect both the new Vice President and a President Elect to serve out the normal sequence of offices.

- Section 4.7 The Appointed Officers shall include the Secretary, Treasurer, Parliamentarian, and the Chair of each Standing Committee who is not already an officer.
- Section 4.8 The Appointed Officers shall be named by the President who will inform the Nominations Committee and obtain approval of the Board of Directors. Approval will be determined by a majority vote of the Board of Directors. The Appointed Officers will be appointed for a term of three years. Appointed Officers may be re-appointed. In order for individuals to be appointed as Appointed Officers, they must be a member in good standing. Appointed Officers may be removed from office at any time by a majority vote of the Board of Directors. In the event that the office of an Appointed Officer becomes vacant, a Board Director appointed by the President shall temporarily assume the duties of that office, until such time as the office is filled. The President will appoint a member in good standing to fill the vacant office. The newly Appointed Officer will serve out the term of the Officer who is being replaced.
- Section 4.9 The Secretary shall perform the duties necessary for the maintenance of records and correspondence of LRA, ensure the recording of an accurate record of discussions and actions taken at meeting of the members and the Board of Directors, oversee the election process, keep abreast of and inform the Board of Directors of any necessary actions relative to incorporation, work with the President to update annually the LRA Policy and Procedures Handbook, and fulfill other duties as directed by the Board of Directors.
- Section 4.10 The Treasurer shall ensure the maintenance of all fiscal records and reports, oversee the custody of all LRA funds and the receipt of all dues and other monies due to LRA, authorize the disbursement of funds in accordance with the annual budget approved by the Board of Directors, cooperate with the Executive Committee and Headquarters staff in preparing the annual budget, authorize the annual audit, and fulfill other duties as directed by the Board of Directors.
- Section 4.11 Nine elected Board Directors with voting privileges shall serve a three-year term of office, with three Directors being elected each year. Directors may be re-elected following completion of their term and contingent upon being nominated by the Nominations Committee.
- Section 4.12 If the position of any elected Board Director becomes vacant for any reason, the individual with the next most votes in the last election will replace the vacant position. The individual must be a member in good standing. The individual must

be approved by a majority vote by the Board of Directors. The newly appointed Board Director will serve out the term of the Director who is being replaced.

- Section 4.13 As directed by the President, each Board Director shall serve as a liaison to at least one Awards Committee or one ICG. Board Directors shall be responsible for ensuring that the consideration of new policies, practices procedures of LRA are consistent with the views and best interest of LRA's voting membership. Board Directors are required to attend and participate in the winter and spring Board of Directors' meetings during their tenure on the Board of Directors. In addition, Board Directors shall assume the duties of Appointed Officers in the event that an office becomes vacant.
- Section 4.14 The Board of Directors may contract for the day-to-day operations of the organization. The person exercising responsibility for the daily management operations of LRA shall be called the "Executive Director." The duties of the Executive Director are defined in the LRA Policy and Procedures Handbook.
- Section 4.15 The assignment of management duties to the Executive Director in no manner relieves the Board of Directors from any responsibilities assigned to them in these Bylaws or in the LRA Policy and Procedures Handbook. The Executive Director shall facilitate the work of the Board of Directors and the members of LRA. However, the Board of Directors assumes the ultimate responsibility for overseeing that the policies, practices, and procedures of the organization are effectively and efficiently carried out.
- Section 4.16 The Vice President shall convene annually a Nominations Committee (see Section 7.4). The Nominations Committee shall be charged with the creation of the slate of candidates for each position to be filled. The slate shall consist of at least two (2) members for each open position. The slate shall align with the LRA Mission Statement, particularly with respect to leadership, scholarship, diversity and membership. Recommendations for potential candidates shall be gathered from the Nominations Committee members, the Board of Directors, and the voting membership (self-or peer-nomination). The Committee shall secure consent to serve from all candidates. The Committee shall submit its report to the Board of Directors for its consideration. The final slate must be approved by a majority vote of the Board of Directors.
- Section 4.17 The slate shall be given to the Secretary, who will then prepare the official election ballot. In addition, the Secretary will compile the position statements for each candidate. These statements should include mention of the candidate's : (1) affiliation, (2) brief academic record of accomplishment, (3) history of involvement and past contributions to LRA, and, (4) platform for future contributions to LRA as an officer of the organization.
- Section 4.18 The Secretary shall oversee the distribution of the position statements and election

instructions to all voting members in the organization. These will be distributed after March 1st but no later than March 10th.

- Section 4.19 The Executive Director shall be responsible for counting the ballots. Those persons obtaining the highest number of votes shall fill the open positions. In the case of a tie, the Board of Directors will vote to break the tie by a majority vote. The Executive Director shall certify the results to the President, who shall report the results to the candidates via telephone.
- Section 4.20 The President shall make public the results of the election no later than the end of May preceding the Annual Conference.
- Section 4.21 The Board of Directors shall meet at least twice a year, normally at the time and place the Annual Conference (winter) and at a spring meeting. Additional meetings may be held at the call of the President or upon the written request of any four members of the Board of Directors. The time and place of additional meetings shall be determined by the President, or by the group calling the meeting, so long as all members of the Board of Directors are given at least 60 days' advance notice of the meeting. Members of the Board of Directors are authorized to use all forms of appropriate communication technologies (e.g., standard mail delivery, fax, e-mail, phone conferencing, and video conferencing) to conduct the necessary business of LRA.
- Section 4.22 All meetings of the Board of Directors are open to LRA members, except in sessions that the Board of Directors designates as closed. In terms of the latter, results of these actions will be reported to the membership in general terms only. Chairs of Awards Committees, the Newsletter Editor, Historian, e-Editors, Publications Editors, Chairs of the ICGs, and other individuals, at the President's discretion, are invited to attend and participate in the Board of Directors' meetings. The Appointed Officers, Executive Committee, Elected Board Directors, and Parliamentarian are required to attend and participate in the Board of Directors' meetings. Chairs from the Executive, Standing and Awards Committees, and ICGs are required to provide committee reports updating their accomplishments at each meeting of the Board of Directors.
- Section 4.23 The Secretary shall ensure the maintenance of a full set of minutes of all meetings of the Board of Directors, including closed sessions. The legal minutes of the closed sessions shall be available for inspection by any member of the Board of Directors. The Secretary shall send "Quick Minutes" to all Board Directors' meetings no later than two weeks after the winter and spring Board of Directors meetings. In addition, a copy of the legal minutes of the most recent past Board of Directors' meeting will be distributed to all Board Directors two weeks prior to an upcoming winter or spring Board of Directors' meeting so that these minutes can be considered and approved.
- Section 4.24 A quorum shall consist of a majority of voting members of the Board of

Directors, one of whom shall be an Executive Officer. A quorum is necessary before any vote is considered legal and binding. A majority vote is more than half of the Directors voting for or against a matter in a properly called meeting at which a quorum is present.

Section 4.25 The Parliamentarian shall advise the meeting participants as to the proper administration and interpretation of parliamentary procedure as business is transacted.

ARTICLE V Meetings

Section 5.1 The Annual Business Meeting shall occur during the Annual Conference of LRA.

Section 5.2 The program of the Annual Conference shall serve as official notification of the Annual Business Meeting, and no notification shall be given other than mentioning of the time, date and location of the Annual Business Meeting in an announcement 30 days prior to the Annual Conference. In the case of special meetings, a written notice stating the date, time and location of the meeting and indicating the purpose(s) for which the meeting is being called shall be mailed to the full membership list not less than 30 days (and not more than 60 days) before the date of such meeting.

Section 5.3 Fifty voting members or 10 percent of the members in good standing (whichever is fewer) shall constitute a quorum at any meeting of the members.

Section 5.4 At any meeting which will have a vote on issues that have been mailed to the members in advance, any member entitled to vote who will not be present at the meeting may vote by proxy, provided that the written proxy is received at least 14 days prior to the scheduled meeting date. The opportunity for this initiative must be publicized to the full membership.

Article VI Board of Directors

Section 6.1 The Board of Directors shall be the legal representative of the corporation and shall be empowered to hold and administer all property and funds and to direct the affairs of the organization pursuant to its Articles of Incorporation. The Board of Directors shall maintain and advance the organization based on the Bylaws herein and the policies of the organization as detailed in the LRA Policy and Procedures Handbook. The Board of Directors will consider new policies and procedures in order to best advance the purpose of the organization as specified in ARTICLE II.

Section 6.2 The Board of Directors with voting privileges shall consist of the elected Executive Officers and Elected Board Directors. The Board of Directors will also include the Executive Director, who will have a voice in meetings but no voting privileges.

- Section 6.3 The Board of Directors shall have the power to allocate funds to carry out the purposes of organization.
- Section 6.4 All receipts and disbursements shall be made through accounts authorized by the Board of Directors. The President and Treasurer shall be responsible for authorizing the disbursement of funds in accordance with the annual budget.
- Section 6.5 The Board of Directors shall be responsible for adopting an annual budget; the Treasurer shall be responsible for preparing the budget for the Board of Directors' consideration.
- Section 6.6 The Board of Directors shall determine the fiscal year.
- Section 6.7 The Board of Directors in consultation with the Executive Director shall establish membership dues, subscription rates, and conferences fees.
- Section 6.8 The Executive Director shall be bonded at the expense of the organization.

ARTIVLE VII

Committees

- Section 7.1 The Executive Committee shall be responsible for overseeing the operations of LRA. It shall consist of the President, President Elect, Vice President, Past President, Treasurer, Secretary, Parliamentarian (non-voting member), and the Executive Director (non-voting member). The Executive Committee will meet as required and may take interim action as appropriate to the interests of LRA. Such interim action shall be communicated to the Board of Directors in a timely fashion and shall be subject to ratification and/or revision at the next Board of Directors' meeting. The Secretary shall keep and disseminate minutes of the Executive Committee meetings to the Board of Directors and retain these as part of the official LRA minutes.
- Section 7.2 The Management Relations Committee shall be an administrative committee and shall be chaired by the Past President and shall consist of the Vice President and a current Elected Board Director chosen by the President. The Committee shall conduct an annual review of the performance of the Executive Director and Headquarters staff and submit a written report to the Board of Directors at the next scheduled Board of Directors' meeting.
- Section 7.3 The Annual Conference Committee shall be an administrative committee and shall advise the President Elect on the planning and organization of the Annual Conference and function as a review board for program proposals. The President Elect shall serve as Chair, and the Vice President shall serve as Associate Chair.
- Section 7.4 The Nominations Committee shall be an administrative committee and shall function as defined in these Bylaws (see Section 4.16). The Nominations Committee shall be composed of the President Elect, Vice President, Past

President, and four (4) non-Board of Directors members in good standing who have a record of service and leadership in the organization. The members of the Nominations Committee must represent the priorities included in the LRA Mission statement, particularly with respect to leadership, scholarship, diversity and membership. Members of the Committee who are not Officers shall be appointed by the Vice President with approval of the majority vote of the Board of Directors. The Vice President shall solicit nominees for the Committee from the Board of Directors and the voting membership (self- or peer-nomination). Each Nominations Committee member must be a member in good standing. The Vice President shall serve as Chair.

Section 7.5 The Financial Advisory Committee shall be an administrative committee and shall be chaired by the Past President and consist of two members of the Board of Directors, selected in their second year of service for a two-year term, one selected each alternating year by the Board of Directors, a member from the general membership with financial expertise, and the Treasurer, in consultation with the Past President. All appointed Financial Advisory Committee members, including the Chair, must be members in good standing, and must demonstrate dedication to leadership, scholarship, and diversity. A representative of the management company shall be a non-voting member of the Committee. With the consent of the Executive Committee, the Committee may invite an investment consultant with expertise in non-profit organizations to participate as needed. The purpose of the Financial Advisory Committee shall be to support the financial well-being of LRA by providing strategic advice to the Executive Committee and Board of Directors on audits, budgeting, investments, and development. The role of this Committee is advisory.

Section 7.6 The Barr/Mosenthal Handbook of Reading Research Committee shall be an administrative committee. The Committee will consist of 6 members who will oversee the Barr/Mosenthal Handbook of Reading Fund. Members are to be appointed as follows: LRA Presidents elected (to the office of Vice President) every second year to serve 4-year terms. The term will begin when that individual assumes the office of Vice President. While serving as LRA President and Past President –that individual will also serve as the committee’s liaison to the LRA Executive Committee and Board of Directors. Two members-at-large are to be appointed by the LRA Vice President (upon their appointment to this committee) for 4-year terms. The term will be the same as that of the individual within the LRA Presidential succession who made his/her appointment. While their counterpart in the Presidential track is serving as LRA President and Past President, the corresponding member-at-large will also serve as Chair of the committee. The Chief Editor of the most recently published volume of HRR will serve as an ex officio member of the Committee. Terms will change whenever the publication of a new volume of the Handbook yields a different Chief Editor. In any given year, the sitting treasurer of LRA shall serve in an ex-officio capacity as a non-voting member of the committee.

- Section 7.7 Additional Administrative Committees may be established and their members appointed by the President who will inform the Board of Directors.
- Section 7.8 The Board of Directors shall establish and maintain Standing Committees, which have a broad impact on its budget and resources. Each Standing Committee provides outreach to the organization in some manner. The policies and procedures of the Standing Committees are detailed in the LRA Policy and Procedures Handbook.
- Section 7.9 Each Standing Committee shall consist of a Chair appointed by the President. The Past President shall appoint Committee members to each Committee in consultation with the Chair of the respective Committee. The members of the Standing Committees shall serve one three-year term, with an equal number of members going off the Committee, and an equal number of members being added to the Committee each year. In order for individuals to be appointed to serve on a Standing Committee, they must be members in good standing.
- Section 7.10 The call for creating a new Standing Committee must be brought forth by a member of the Board of Directors. The name of the Committee; its purpose; and its policies, practices and procedures must be delineated in the proposal at the time of its presentation at either the winter or spring Board of Directors' meeting. Establishment of a new Standing Committee shall be by a majority vote of the Board Directors. Once established, its name, policies, practices, and procedures must be included in the LRA Policy and Procedures Handbook.
- Section 7.11 The Board of Directors shall establish and maintain Awards Committees to recognize the extraordinary achievement and effort by those who significantly enhance literacy research and scholarship, as well as those who significantly promote the welfare of LRA. The policies and procedures of the Awards Committees are detailed in the LRA Policy and Procedures Handbook.
- Section 7.12 Each Awards Committee shall consist of a Chair appointed by the Past President who will inform the Board of Directors. Each Chair shall serve a three-year term. Chairs may be re-appointed at the discretion of the Past President. The Past President shall appoint Committee members to each Committee in consultation with the Chair of the respective Committee. The members of Awards Committees shall serve one three-year term, with an equal number of members going off the committee, and an equal number of members being added to the Committee each year. In order for individuals to be appointed to and to serve on an Awards Committee, they must be members in good standing.
- Section 7.13 The call for creating a new Awards Committee must be brought forth by a member of the Board Directors. The name of the Committee; its purpose; and its policies, practices and procedures must be delineated in a proposal at the time of its presentation at either the winter or spring Board of Directors' meeting.

Establishment of a new Awards Committee shall be by a majority vote of the Board of Directors. Once established, its name, polices, practices, and procedures must be included in the LRA Policy and Procedures Handbook.

- Section 7.14 The Board of Directors shall promote the development and maintenance of Innovative Community Groups. These ICGs shall serve the purpose of representing members' concentrations of interest as they relate to the promotion of research, practice, policy, justice, equity, equality, diversity, and innovations associated with LRA's welfare in particular and literacy and society writ large. The policies and procedures of the ICGs are detailed in the LRA Policy and Procedures Handbook.
- Section 7.15 Each ICG shall consist of a Chair elected by the members of the ICG. Each Chair shall serve a one-year term. Membership in ICGs is open to members in good standing. The Vice President shall oversee the function and maintenance of the ICGs.
- Section 7.16 The process for creating an ICG may be initiated by any member in good standing. A proposal to create an ICG must be brought forth by a member of the Board of Directors. The name of the ICG; its purpose; and its policies, practices and procedures must be delineated in the proposal at the time of its presentation at either the winter or spring Board of Directors' meeting. Establishment of a new ICG shall be by a majority vote of the Board of Directors. Once established, its name, policies, practices, and procedures must be included in the LRA Policy and Procedures Handbook.

Article VIII Parliamentary Authority

- Section 8.1 The rules contained in the current edition of *Robert's Rules of Order*, Newly Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or any special rules the corporation may adopt.

ARTICLE IX Amendments

- Section 9.1 Amendments to these Bylaws may be initiated in three ways. For one, the Board of Directors may formulate amendments and submit them, with any arguments it chooses, to the voting members for action. Second, any 10 percent of the voting members, as sponsors, may submit to the Board of Directors proposed amendments in writing and signed by the sponsors, along with any arguments they choose. The Board of Directors shall then submit the proposed amendments, with the arguments developed by the sponsors, along with any recommendations and arguments it chooses, to the voting members for action, subject to review and comment by legal counsel. Third, the Board of Directors may initiate and advance written amendments, along with any recommendations and actions it chooses, for due consideration by the Board of Directors for approval. All proposed

amendments will be submitted electronically to the members in good standing for a 30-day review/comment period.

Section 9.2 Amendments may be adopted by the affirmative vote of a majority of the voting members present at a regular or special meeting called according to these Bylaws.

Section 9.3 One or more amendments shall be adopted by the Board of Directors upon receiving the affirmative vote of a majority of the Board of Directors.

Section 9.4 Amendments to these Bylaws become effective upon adoption unless otherwise specified. Amendments that might affect the Articles of Incorporation become effective upon review and approval by legal counsel.

ARTICLE X

Working Policies and Procedures

Section 10.1 The Policies and Procedures that guide the day-to-day workings of LRA shall be detailed in the LRA Policy and Procedures Handbook. This Handbook establishes the precedents by which all principal operations of LRA are to be carried out, as well as identifies those individuals responsible for carrying out these operations in an effective and timely manner.

Section 10.2 Apart from changing the Bylaws, changes of LRA's policies and procedures must be formally initiated by members of the Board of Directors and approved with a majority vote of the Board of Directors.

Section 10.3 The Secretary must enter all approved changes to LRA's policies and procedures in the LRA Policy and Procedures Handbook within 30 days after the changes have been approved. These changes must be overseen by the President and reviewed by the Board of Directors at the next Board of Directors' meeting.

Section 10.4 The most recent Bylaws, the LRA Policy and Procedures Handbook, and the Ethics Statement shall be posted on the LRA Web site for all members to view.

ARTICLE XI

Indemnification

Section 11.1 LRA shall indemnify any officer or director through the purchase of director and officer errors and omissions insurance.

Section 11.2 LRA must maintain insurance to cover any or all possible revenue loss in the event that the Annual Conference cannot be held.

Section 11.3 The LRA Executive Director must keep all insurance policies up to date.

Adopted and revised: April 2001, October 2001, April 2003, October 2008, July 2009, December 2010, December 2011, and May 2017.