

# **MICHIGAN READING ASSOCIATION BYLAWS**

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# Article I

## Names, Offices, and Personnel

### Section 1 – Name

The name of the Corporation shall be the Michigan Reading Association or such other name as may be stated in the Articles of Incorporation. For purposes of these Bylaws, the Michigan Reading Association may also be referred to as the MRA.

### Section 2 – Registered Office

The registered office of the Corporation shall be located at the address specified in the Articles of Incorporation or at such other place as may be determined by the Board of Directors (See Article VI) if notice thereof is filed with the State of Michigan.

### Section 3 – Other Offices

The business of the Corporation may be transacted at such locations other than the registered office, within or outside the State of Michigan, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

# Article II

## Nature and Purpose

### Section 1 – Nature

The Michigan Reading Association (MRA) shall be a nonprofit corporation that serves within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, as a professional organization of individuals who are concerned with the improvement of reading and literacy and promote reading by continually advancing the quality of literacy instruction. The Michigan Reading Association is a dynamic and diverse organization whose mission is to promote literacy. It shall be an affiliate of the International Literacy Association (ILA) functioning as a State Council and shall coordinate and assist all local and special interest councils within the State of Michigan.

### Section 2 – Purpose

The purpose of the Michigan Reading Association shall be as stated in its Articles of Incorporation, as may be amended from time to time.

# Article III

## Association Members

### Section 1 – Classifications of Members

#### *A. Regular Members*

An individual interested in literacy may be admitted as a regular member with full privileges, including the right to vote, upon receipt of an application and payment of dues as prescribed for regular members. Regular Members shall have the right to participate in the election of the members of the Board of Directors as set forth in these Bylaws. Regular Members shall have the obligation to pay such dues along with such other duties and responsibilities as shall be determined by the Board of Directors in its sole discretion.

#### *B. Student Members*

An individual enrolled full time in a Pre-service Teacher education program shall be admitted as a regular member with full privileges, including the right to vote, upon receipt of an application and payment of dues as prescribed for student members.

#### *C. Retired Members*

An individual retired from an education position per guidelines of the Michigan Office of Retirement Services (ORS) shall be admitted as a regular member with full privileges, including the right to vote, upon receipt of an application and payment of dues as prescribed for retired members.

#### *D. Past Presidents*

An individual who at any time previously served as President of the Michigan Reading Association shall have a lifetime membership with full privileges including the right to vote. Membership dues are not required.

### Section 2 – Dues, Obligations, and Rules

A. Dues for annual membership shall be set by the Board of Directors.

B. Dues shall be uniform for all members within a given classification.

C. Membership may be initiated at any time during the year by submitting an application and payment of dues. Membership shall continue for one (1) year upon receipt of application and dues. Membership shall be renewed annually.

D. Membership in the Corporation shall not be transferable. An individual may hold only one membership.

E. The name and/or resources of Michigan Reading Association shall not be used by members for purposes of advertising or personal benefit external to the purposes of the Michigan Reading Association.

### Section 3 – Resignation

- A. A member may resign by written or electronic notice to the Secretary of the Corporation or the business office of MRA.
- B. An officer or member of the Board may resign his/her membership and/or office by written notice to the President and/or Secretary of the Corporation. The Michigan Reading Association retains the right to all historical documents that relate to the service of the resigned officer or member of the Board of Directors including electronic archives.
- C. Membership shall terminate upon the death or resignation of a member.

### Section 4 - Removal of Members.

Failure to pay dues by the due date established by the Board shall result in termination of membership. Regular Members and Past President Members may be removed by majority vote of the entire Board of Directors for violation of the member Code of Conduct or other duties and responsibilities established by the Board, provided that the Regular Member or Past President Member subject to removal shall be provided notice and an opportunity to be heard prior to the vote of the Board.

# Article IV

## Meetings of the Association Membership

### Section 1 – Place of Meetings

Meeting places of the full membership shall be determined by the Board of Directors and membership shall be notified.

### Section 2 – Annual Meeting

- A. A meeting of the full membership shall be held annually for the election of Directors and the transaction of other business as determined by the Board of Directors at such time and place as may be designated by the Board of Directors and stated in the notice of the meeting.
- B. If the annual meeting is not held at the time specified, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient.
- C. The Board of Directors shall designate the time and place of the Annual Meeting of full membership.

### Section 3 – Special Meetings

- A. Special meetings of the full membership may be called by the President or the Secretary.
- B. A special meeting will be called when a written request is received by the President or the Secretary signed by at least ten percent (10%) of the members eligible to vote at the time of signing the request. The request must state the purpose of the meeting. The Secretary shall fix the time of the meeting to be held within sixty (60) days after receipt of the request but at least ten (10) days after notice of the special meeting is given.

### Section 4 – Notice of Meetings

- A. Written notice of each meeting of members of whichever type shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.
- B. Written notice of any meeting shall be given, personally, by first class mail, electronic mail, or by fax. Notification shall be neither less than ten (10) nor more than sixty (60) days prior to the meeting date.

- C. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without objection at the beginning of the meeting to the lack of notice or defective notice of the meeting shall constitute waiver of notice. Objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice is waived unless the voting member objects to considering the matter when it is presented.

### Section 5 – Voting Lists

- A. The Corporation's officer or agent having charge of its membership records shall prepare and certify a complete list of the members entitled to vote at a full membership meeting or any adjournment.
- B. The membership list shall be arranged alphabetically.
- C. The list shall be produced at the time and place of the full membership meeting and be subject to inspection, but not copying, by any member at any time during the meeting for the purpose of determining who is entitled to vote at the meeting.
- D. If for any reason the requirements regarding the membership list have not been complied with, any member at the meeting who in good faith challenges the existence of sufficient votes to carry any action at the meeting, may demand that the meeting be adjourned.

### Section 6 – Voting

- A. Each member of record shall be entitled to one vote at the annual meeting of full membership.
- B. The Board of Directors may fix, in advance, a date as the record date for determination of members entitled to vote pursuant to Section 411 of the Michigan Nonprofit Corporation Act.
- C. The date shall be not more than sixty (60) nor less than thirty-five (35) days before the date of the full membership meeting at which is the vote to occur.
- D. If no record date is fixed, the record date for determination of members entitled to notice of, or to vote, at a meeting shall be the sixtieth (60th) day before the date of the meeting. When a determination of members of record entitled to notice or to vote at a meeting has been made as provided herein, the determination applies to any adjournment of the meeting.
- E. Voting shall be permitted by paper or electronic voting in a form established by the Board of Directors.
  - 1. The date and manner of electronic voting or return of the paper ballot shall be specified by the Board of Directors and indicated in the notice of the meeting.



2. Those in attendance at the meeting may cast a vote either orally or in writing as announced or directed by the person presiding at the meeting prior to taking of the vote.
3. Any action to be taken by vote of the members shall be authorized by a majority of the votes cast at the meeting by those entitled to vote on the matter, unless a greater percentage is required by law of the Articles of Incorporation.
4. No member whose dues are in arrears as determined by the Secretary of the Corporation shall be eligible to vote.

### Section 7 – Quorum

Those members in actual attendance at any full membership meeting shall constitute a quorum at the meeting.

### Section 8 – Conduct of Meetings

- A. The officer who presides at full membership meetings pursuant to Article IV of these Bylaws, or designee, shall determine the agenda and the order in which business shall be conducted, unless the agenda and the order of business have been fixed by the Board of Directors.
- B. The members shall have no power or authority to change or supplement the agenda as determined by the presiding officer or the Board of Directors.
- C. The presiding officer or his/her designee shall call full membership meetings to order and shall preside.
- D. The Secretary of the Corporation shall act as Secretary of all full membership meetings, but in the absence of the Secretary at any full membership meeting, or inability or refusal to act as Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

### Section 9 – Inspector of Elections

- A. The Board of Directors may, in advance of the full membership meeting, appoint one or more inspectors to act at the meeting or any adjournment.
- B. In the event inspectors are not appointed, or an appointed inspector fails to appear or act, the person presiding at the members' meeting may, and on the request of a member entitled to vote shall, appoint one or more persons to fill the vacancy or vacancies to act as inspector.
- C. The inspector(s) shall determine the number and status of members, the existence of a quorum, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all members.

## Section 10 – Membership Action Without Meeting

- A. Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote if a consent in writing setting forth the action so taken is signed by the members or their proxies having not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing.
- B. Any action the members are required or permitted to take at an annual or special meeting may be taken without a meeting if the Corporation provides a ballot to each member that is entitled to vote on the action in the manner provided for providing notice of meetings of members. This provision shall not preclude the calling or holding of an annual meeting or special meeting of members. The ballot provided to members shall (1) set forth each proposed action (2) provide an opportunity for the members to vote for or against each proposed action and (3) specify the time by which the Corporation must receive a ballot in order to be counted as a vote of the member, which time shall not be less than twenty (20) or more than ninety (90) days after the date the Corporation provides the ballot to the members. An action is considered approved by the members by ballot if the total number of members voting or the total number of member votes cast in ballots received by the the Corporation by the time specified in the ballot equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot. An invalid ballot, an abstention, or the submission of a ballot marked “abstain” with respect to any action does not constitute a vote cast on that action. The record date for determining members entitled to receive and to cast a ballot shall be established by Board resolution, but shall not be more than sixty (60) or fewer than twenty (20) days before the last date on which the Corporation must receive the ballots for them to be counted. If a record date is not fixed by Board resolution, the record date for determination of which members are entitled to receive and cast a ballot is the close of business of the day next preceding the day on which the corporation provides the ballot to the members.

# Article V

## Association Officers

### Section 1 – Officers

The officers shall be President, President-Elect, Vice President, Secretary, and Treasurer. Individuals shall meet the following requirements:

- A. a voting member of the Michigan Reading Association at the time of nomination;
- B. a member of the International Literacy Association at the time of assuming the duties of office; and
- C. a member of either a local council or a special interest council of the Michigan Reading Association at the time of assuming the duties of office.
- D. Notwithstanding the above, if no local council or special interest group is available, the officer will not be excluded from serving.

### Section 2 – Term of Office and Rotation

- A. The term of President, President-Elect, and Vice President shall be one (1) year. The Vice President shall automatically succeed to the office of the President-Elect for one year, and at the expiration of the term as President-Elect, shall become President for a period of one year.
- B. The terms of the Treasurer and Secretary shall be three years; these officers are limited to two consecutive terms.

### Section 3 – Time of Assuming Office

Each officer shall assume the duties of office on July 1, following the election.

### Section 4 – Election of Officers

Except in the case of vacancies as described herein, the officers shall be elected by the membership.

### Section 5 – Vacancy in Office between Elections

- A. In the event of a vacancy between elections in the office of President, the President-Elect shall continue in the office of President-Elect and shall also assume the duties and title of the President. In the following year, this person shall become President.

- B. Should the office of President-Elect become vacant, the Vice President shall serve the unexpired portion of the President-Elect's term, in addition to continuing the duties as Vice President. The following year, this person shall become President.
- C. In the event of a vacancy in the office of Vice President, the Board of Directors shall have the power to fill the vacancy until the next regular election.
- D. At a regular election, the membership shall elect a new President-Elect and a new Vice President.
- E. Except as set forth elsewhere in this Section, in the event of a vacancy in any other elected office, the Board of Directors shall have the power to fill the vacancy until the term of involved office expires at which time an election shall be held to fill the office at the Annual Meeting.
- F. A newly elected officer shall immediately serve the unexpired portion of a vacancy and assume newly elected duties if the vacancy occurs after the Annual Meeting and before the end of the unexpired current office term.

## Section 6 – Duties of Officers

### *A. President*

The President shall:

1. act as the executive officer of the association;
2. preside at all meetings of the membership, the Board of Directors, and the meetings of all other committees as may be requested by the Board of Directors;
3. exercise general leadership and supervision over the affairs of the organization and implement its purposes;
4. have authority to co-sign with Treasurer all contracts, checks, and other instruments of Michigan Reading Association in implementing its purposes; and
5. perform such other duties as directed by the Board of Directors.

### *B. President-Elect*

The President-Elect shall:

1. serve as a member of the Board of Directors;
2. chair the Annual Conference Commission;
3. fulfill such other duties as assigned by the President and/or Board of Directors;
4. assume and perform the duties of the President in the event of the absence, incapacity or resignation of the President; and
5. in the event that, for any reason, the President-Elect is unable to assume the duties of the President immediately, the Vice President shall assume the duties of the President.

### *C. Vice President*

The Vice President shall:

1. serve as a member of the Board of Directors;

2. serve as a member of the Annual Conference Commission;
3. assume other duties assigned by the President or Board of Directors; and
4. perform the duties of the President-Elect in the event of the absence and/or incapacity of the President-Elect;

#### *D. Secretary*

The Secretary shall:

1. record the events of all meetings of the Board of Directors, the Annual Meeting, and the meetings of all other committees as may be requested by the Board of Directors;
2. maintain legal documents, records and correspondence of the Michigan Reading Association;
3. maintain a roster of members of the Board of Directors in order to conduct a roll-call vote at business meetings; and
4. turn over to successor all updated records within thirty (30) days of retirement from office.

#### *E. Treasurer*

The Treasurer shall:

1. have custody of the funds of the Michigan Reading Association which shall be deposited in the name of MRA at such bank as the Board of Directors may authorize;
2. oversee the collection of dues and other monies due to the Michigan Reading Association;
3. co-sign with the President checks and drafts on behalf of the Michigan Reading Association for disbursement of funds in accordance with the budget approved annually by the Board of Directors;
4. file required financial statements and/or reports;
5. turn over to successor all updated records within sixty (60) days of retirement from office; and
6. present the treasury records every three years for an external audit.

# Article VI

## Board of Directors

### Section 1 - Qualifications of Directors

The members of the Board of Directors must be Regular Members of Michigan Reading Association immediately prior to their election and maintain their membership for the entire term(s) served. The members of the Board of Directors must also be Individual Members of the International Literacy Association and a local or special interest council immediately prior to assuming the duties of office and maintain all memberships for the entire term(s) served. Notwithstanding the above, if no local council or special interest group is available, the member of the Board of Directors will not be excluded from serving.

### Section 2 – Composition

The Board of Directors shall consist of the elected officers described in Article V, two (2) additional elected Members-at-Large, ten (10) Regional Representatives, ILA/MRA Coordinator, and ILA/MRA Director of Membership Development. The ILA/MRA Coordinator and the ILA/MRA Director of Membership Development shall not be appointed by the members, but rather shall be appointed by the Board and be subject to ILA approval.

### Section 3 – Function

Except as otherwise specifically provided in these Bylaws, the Board of Directors shall:

- A. exercise general supervision and control over the property and affairs of the Michigan Reading Association;
- B. approve the annual budget;
- C. decide all questions involving cooperation with other professional organizations; and
- D. supervise the execution of approved policies and facilitate the purposes of the Corporation;

### Section 4 – Regional Representatives and Members-at-Large

#### *A. Regional Representatives*

The Board of Directors shall establish ten (10) regions. Each region shall have one (1) representative elected by the Michigan Reading Association members of that region, in accordance with procedures adopted by the Board of Directors from time to time. Such elected representative shall serve as a member of the MRA/ILA Organization Committee chaired by the MRA/ILA Coordinator.

### *B. Members-at-Large*

Two members of Michigan Reading Association shall be elected by the members at the Annual Meeting to serve as Members-at-Large. Their terms may not expire concurrently.

### *C. Term of Office*

The Members-at-Large and Regional Representatives shall serve for three (3) years each with at least three (3) of them being elected each year. Each Member-at-Large and each Regional Representative shall assume the duties of office on July 1, following election. They may not hold such office for more than two consecutive terms.

## Section 5 – Resignation and Vacancies

Any member of the Board of Directors may resign at any time by submitting written notice of such resignation to the President or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery. The resignation of an officer/director shall constitute a resignation of both offices. In addition to the Board of Directors filling directorship vacancies pursuant to Article 5, Section 5 of the Bylaws due to an officer resigning, the Board of Directors, in the event of vacancies in the offices of Members-at-Large and Regional Representatives as described above, shall have the power to fill the vacancy until the next Annual Meeting of full membership, at which time an election shall be held to fill the office vacated.

## Section 6 – Meetings of the Board of Directors

- A. Meetings of the Board of Directors shall be held at a time, date, and location as chosen by the President.
- B. Committee chairs, appointments, and other guests can be invited to Board of Directors meetings.
- C. Agenda and corresponding items will be sent to members of the Board of Directors (and all meeting attendees) in advance of the meeting.
- D. Meetings of the Board of Directors are open to MRA membership.
- E. Meetings of the Board of Directors will be conducted by rules established by the Board.
- F. At any meeting of the Board of Directors, any one (1) or more of the members of the Board may participate by means of conference telephone or similar communications equipment if allowing all directors persons in attendance can participating in the meeting to communicate with the other Directors, Participation by such means shall constitute presence in person at a meeting.

## Section 7 - Special Meetings

Special meetings of the Board of Directors shall be held when requested by the President or a majority of the members of the Board. Notice shall be given in writing by electronic mail, by fax, or by mail and shall state the purposes, time and place of the meeting. Any notice shall be given not less than five (5) days before the meeting.

## Section 8 – Quorum

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. A majority of the Board of Directors present in any manner, whether or not a quorum is present, may adjourn any meeting to another time and place.



# Article VII

## Committees

### Section 1 - Subcommittees of the Board

The Board of Directors may designate from its members subcommittees of the Board consisting of three (3) or more members of the Board of Directors. Such subcommittees shall have such authority as the Board shall by resolution provide.

### Section 2 - Special (Ad Hoc) Committees

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

# **Article VIII**

## **Local, Regional and Special Interest Organizations**

### Section 1 - Generally

The Michigan Reading Association may approve the establishment of local, regional or special interest organizations which shall consist of members who live in a geographic area or share a common domain of professional interest. Such organizations must be recognized by the Board of Directors and engage in activities and initiatives consistent with the charitable and educational mission of the Association. The Association's Board of Directors shall establish policies to govern the creation, operation, and dissolution of local and regional organizations.

### Section 2 - Governance

The Board of Directors shall follow the policies established by the Michigan Reading Association to govern the creation, operation and dissolution of Association local, regional and special interest organizations.

# Article IX

## Amendments

### Section 1 – Origin

Amendments to the Bylaws may be proposed by:

- A. members of the Board of Directors;
- B. written petition signed by 10% or more active members of the Michigan Reading Association; and/or
- C. a Board-appointed committee established for the purpose of reviewing and proposing amendments to the Bylaws

### Section 2 – Voting on Amendments

Amendments to, or repeal of, the Bylaws may be voted on and approved and adopted only by members at the Annual meeting or special meeting at which a quorum is present. Notice of the proposed amendments, or repeal, must be sent to members entitled to vote thereon no less than three (3) weeks prior to the meeting at which action is to be taken.

# Article X

## Dissolution

On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed to (1) one or more exempt literary or educational organization which would then qualify under the provisions of IRS 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.