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| **BYLAWS**  **LOUISIANA READING ASSOCIATION, INC.**  **of the INTERNATIONAL LITERACY ASSOCIATION**  ***DRAFT***  **May 2018** | |
| **ARTICLE I – NAME**  The name of the organization shall be the Louisiana Reading Association, Inc., Inc. (LRA). | |
| **ARTICLE II – NATURE AND PURPOSES** | |
| **Section 1**  ***Nature*** | The Louisiana Reading Association, Inc. is a professional organization of individuals who are concerned with the improvement of literacy instruction and the development of literacy. |
| **Section 2**  ***Purpose*** | The primary purposes of the Louisiana Reading Association, Inc. are:   1. To improve the quality of literacy instruction at all levels by 2. Encouraging the study of the nature of the reading and writing processes and the development of literacy, 3. Stimulating and promoting research dealing with all aspects of literacy, 4. Acting as a clearinghouse for information relating to literacy, 5. Encouraging the development of high quality teacher education programs, both pre-service and in-service. 6. To develop an awareness of the impact of literacy among all peoples by 7. Promoting the formation of lifetime habits of reading, writing, listening, and speaking. 8. Developing an appreciation of the value of literacy. 9. To promote the development of a level of literacy proficiency that is commensurate with each individual’s unique abilities. 10. To promote literacy throughout Louisiana by 11. Serving as the coordinating body to organize local and special interest councils, 12. Serving in an advisory capacity on literacy instruction, certification, and related issues, 13. Promoting membership and participation in the International Literacy Association. |
| **ARTICLE III – MEMBERSHIP AND DUES** | |
| **Section 1**  ***Eligibility*** | Membership in LRA shall be open to all interested in furthering the purposes of the association. |
| **Section 2**  ***Active Members*** | Membership becomes effective upon the payment of dues for the fiscal year beginning July 1 and ending June 30. |

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| **Section 3**  ***Association***  ***Dues*** | The amount of dues shall be established by the Board of Directors of LRA. |
| **Section 4**  ***International***  ***Dues*** | Dues in the International Literacy Association should be paid directly to ILA Headquarters. |
| **Section 5**  ***Suspension & Reinstatement*** | Non-payment of dues within three months after the beginning of the fiscal year shall result in suspension from membership in the LRA. Reinstatement shall be automatic upon the payment of the dues for the current year. |
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| **ARTICLE IV – BOARD OF DIRECTORS** | |
| **Section 1**  ***Function*** | The Board of Directors, hereinafter referred to as the Board, shall exercise general supervision and control over the property and business of the Association and shall supervise the execution of approved action and policies. The Board shall have the authority over the property and affairs of LRA, and shall take such actions as are necessary and proper to facilitate the purpose of the association within the powers delegated by its bylaws. |
| **Section 2**  ***Composition*** | The Board of Directors (voting members) shall be composed of the president, vice-president, state coordinator, treasurer, assistant treasurer, secretary, membership director, six district representatives, and two members-at-large. The president shall serve as Chairperson of the Board. |
| **Section 3**  ***Qualifications*** | The Board of Directors must be individual members of the International Literacy Association and the Louisiana Reading Association, Inc.. |
| **Section 4**  ***Meetings*** | The first Board of Directors meeting shall be held no later than September of each year. The Board shall be empowered to meet on the call of the President, as necessary, and at such times and places as the president may determine.  Any Board action may be taken without a meeting if all members of the Board of Directors consent to the action in writing. The written consents shall be filed with the minutes of the Board. |
| **Section 5**  ***Quorum*** | A quorum for a meeting of the Board shall consist of a majority of those members who are present and entitled to vote. A quorum shall be determined by the secretary. When a quorum is once present, it is not broken by the subsequent withdrawal of any members. |
| **Section 6**  ***Attendance*** | Board members are expected to attend all meetings of the Board. |
| **Section 7**  ***Time of Assuming Office*** | Each officer shall assume the duties of their office July 1 following his/her election or appointment and shall continue to serve for the duration of their terms. |
| **Section 8**  ***Vacancy of Office between Elections*** | Should the office of the president become vacant, the vice-president shall become president immediately and shall serve the unexpired portion of the president’s term in addition to the two years for which he/she was elected. The position of vice-president will remain vacant until the regular election unless the remaining term of office exceeds nine months.  Should the office of treasurer become vacant, the assistant treasurer shall assume the duties of the treasurer until the election can be held.  Should the office of secretary, director of membership, district representatives, or member-at-large become vacant, procedures stated in the Louisiana Reading Association, Inc.’s Policies and Procedures Manual should be followed. |
| **Section 9**  ***Conflict of Interest*** | A conflict of interest exists whenever an individual is in the position to approve or influence Board policies or actions which involve or could ultimately benefit or harm the Board member, his or her family, and/or his or her business.  All Board members will be governed by the bylaws of the Louisiana Reading Association, Inc. and the Conflict of Interest policy of the International Literacy Association. |
| **Section 10**  ***Compensation*** | The members of the Board shall not receive any compensation for their service as Board members. They may be reimbursed for expenses reasonably incurred by them in the performance of their duties as authorized by the Board. |
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| **ARTICLE V – OFFICERS** | |
| **Section 1**  ***Officers*** | The elected officers of the Board shall be the president, vice president, secretary, and treasurer. The director of membership, state coordinator, assistant treasurer, district representatives, and two at-large members all serve as *ex officio* officers of the Board. |
| **Section 2**  ***Terms of Office*** | The terms of office of the president and vice-president shall be two years. The vice-president shall then automatically succeed to the office of president and shall become president for a period of two years. |
| **Section 3**  ***Duties of the President*** | The president shall 1) act as the executive director of the Association, 2) preside at all meetings of the Association, 3) be chairperson of the Board of Directors, 4) exercise general leadership and supervision of the Association, 5) appoint the district representatives, committee chairpersons, assistant treasurer, and two members-at-large, 6) plan programs that align with the mission and goals of the Association, 7) attend at least 75% of the meetings of the Board, and 8) ensure that the Board examines the income and expenditures of the Association and drafts the annual budget. |
| **Section 4**  ***Duties of the Vice-President*** | The vice president shall 1) oversee the committees of the Association, 2) review the Bylaws of the Association, make recommendations for revisions, and oversee the bylaw amendment process, 3) assist local councils with bylaws, 4) receive nominations for elected positions of the Association, prepare a slate of nominees for office, tally the official ballots, and report official election results, 5) attend at least 75% of all meetings of the Association, and 6) assume and perform the duties of the president in the event of the absence, incapacity, or resignation of the president. |
| **Section 5**  ***Duties of the Treasurer*** | The treasurer shall 1) execute the duties essential to the maintenance of accurate and up-to-date records, 2) have custody of the funds of the Association which shall be deposited in the name of the Louisiana Reading Association, Inc., 3) collect dues and other monies due the Association, 4) sign checks in behalf of the Association and have responsibility for the disbursement of budgeted and non-budgeted funds that are approved by the Executive Committee, 5) cooperate fully with an annual audit and by July 1 shall turn over to his/her successor all funds, accounts, and books of the treasurer, 6) maintain local council funds, as specified by Article VII, Section IV, and 7) attend at least 75% of all meetings of the Board. |
| **Section 6**  ***Duties of the***  ***Assistant***  ***Treasurer***  **Section 7**  ***Duties of the Secretary*** | The assistant treasurer shall 1) assist the treasurer in executing the duties essential to the maintenance of accurate and up-to-date records, 2) assist the treasurer managing local council funds, as specified by Article VII, Section 4, and 3) attend at least 75% of all meetings of the Board.  The secretary shall 1) execute the duties essential to the recording of all business and happenings at all general meetings and meetings of the Board of Directors, 2) keep a permanent book of the minutes of all meetings, 3) forward a copy of the minutes to each member of the Board of Directors two weeks prior to the meeting date, 4) update the Motions’ Log following each Board of Directors meeting to disseminate annually, 5) assist the president with correspondence as needed, 6) ensure that the Association’s Leadership Team (committee chairs and local council presidents) are informed of Board business and Board decisions in a timely manner, 7) attend at least 75% of all meetings of the Board, and 8) cooperate fully with his/her successor by turning over up-to-date records by July 1. |

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| **ARTICLE VI – COMMITTEES OF THE BOARD** | |
| **Section 1**  ***Committees*** | There are three standing committees: governance, audit, and finance. The Board may designate Ad Hoc committees, based upon the mission and goals of LRA, to manage its programs. |
| **Section 2**  ***State Committee Chairpersons*** | The chairperson of each committee shall be appointed annually by the President with the approval of the Board. Committee chairpersons must be current members of LRA.  Committee members shall be appointed by the state committee chairperson and must be current members of LRA.  Each state committee chair shall follow the job description and timeline for his/her committee, as outlined in the LRA’s Policies and Procedures manual, and communicate committee activities with the Board. |
| **Section 3**  ***Governance Committee*** | The Governance Committee shall annually review the bylaws and Board policies and procedures and make recommendations to enhance the quality and future viability of LRA’s Board. This committee shall be comprised of at least three members of the current Board. |
| **Section 4**  ***Audit Committee*** | The Audit Committee shall be responsible for overseeing audits of LRA. This committee shall be comprised of at least three members appointed by the Board. |
| **Section 5**  ***Finance Committee*** | The Finance Committee shall be responsible for overseeing income and expenditures of LRA. This committee shall be chaired by the Treasurer. The assistant treasurer shall serve on this committee. At least one other member shall be appointed by the Board. |
| **Section 6**  ***Ad Hoc Committees*** | Ad Hoc committees shall be formed to manage the programs of the association. Duties and responsibilities of each designated committee are outlined in LRA’s Policies and Procedures manual. |
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| **ARTICLE VII – LOCAL AND SPECIAL INTEREST COUNCILS** | |
| **Section 1**  ***Local Councils*** | Upon approval by LRA, a local council may be formed by ten or more members of the Louisiana Reading Association, Inc. in any locality in which no other local council is operative. A local council shall have bylaws consistent with the purposes and bylaws of LRA. It shall elect its own officers, collect local and state unified dues, and organize its own programs. |
| **Section 2**  ***Special Interest Councils*** | Upon approval by LRA, a special interest council may be formed by ten or more members of ILA.  A special interest council shall operate under the bylaws of LRA. It shall elect its own officers, determine the amount of and collect its own special interest council dues, and organize its own programs. All special interest council members must belong to LRA and a local council. |
| **Section 3**  ***Council in Good Standing***  **Section 4**  ***Fiscal Relationship with LRA*** | To be a local council good standing, the council must:   1. Submit Officer’s Report with a minimum of three officers to LRA State Coordinator by May 15. Officers must be LRA members. 2. Have at least one local council member attend the July Leadership Training. accordance with LRA bylaws and policy manual. 3. Conduct an annual membership campaign. 4. Communicate and distribute LRA information to members. 5. Promote, encourage, and participate in at least one of LRA’s programs, events, or literacy projects.   The Board of the Louisiana Reading Association, Inc. shall provide oversight of each local council’s treasury. Local councils can elect to:   1. The treasury will be a line item in LRA’s annual budget, and disbursement checks will be written by LRA’s treasurer or assistant treasurer. 2. Receive dues and maintain a treasury. The local council will maintain their own bank accounts and will supply the LRA treasurer with bank statements. |
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| **ARTICLE VIII – AMENDMENTS** | |
| **Section 1**  ***Origin*** | Amendments to the bylaws shall be proposed by any member of the Association to the Board of Directors. |
| **Section 2**  ***Adoption*** | Amendments shall be discussed by the Board and shared with all members of the Association. After ample opportunity to receive feedback, amendments may be adopted by a two-thirds vote of the Board. |
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| **ARTICLE IX – DISSOLUTION** | |
| In the event of the dissolution of a local or special interest council, any assets remaining after the payment of debts shall revert to the Louisiana Reading Association, Inc..  In the event of the dissolution of the Louisiana Reading Association, Inc., any assets remaining after the payment of debts shall revert to the International Literacy Association. | |