

# **BYLAWS of the College Instructors of Reading Professionals**

## **Article I Name and Area Served**

**Section 1. Name.** The Council shall be called the College Instructors of Reading Professionals, hereafter referred to as CIRP, a Special Interest Council of the Illinois Reading Council, hereafter referred to as IRC.

**Section 2. Area Served.** The Council shall serve the State of Illinois.

## **Article II Membership and Dues**

**Section 1. Requirements for Membership.** Membership in this council shall be open to all persons engaged in the teaching or supervision of literacy at any school level and to parents and to all others interested in the purpose of the council. This includes but is not limited to those who are employed at or retired from the post-secondary/college level and who are interested in programs and developments in the preparation of literacy teachers.

**Section 2. Active Members.** Membership is a combined membership with IRC and shall become effective for one year upon payment of council dues.

**Section 3. Annual Dues.** Annual dues for the council are established by the Board of Directors of IRC.

**Section 4. Payment of Dues.** The membership dues for one year are established by the Board of Directors of IRC, which in turn will distribute the designated portion of the dues to the council.

**Section 5. Voting Rights.** Members shall vote to elect the officers of the Council as provided in these bylaws. Each member whose dues and fees are fully paid shall be entitled to one (1) vote for each officer to be elected by vote of the membership.

**Section 6. Transfer of Membership.** Membership in this Council is not transferable or assignable.

**Section 7. Membership Certificates.** Membership certificates may be issued as determined by the Board of Directors.

**Section 8. International Literacy Association (ILA) Dues.** Membership in the ILA is strongly recommended for all Council members but is only required for officers. Membership dues are paid on an individual basis directly to ILA.

## **Article III Meeting of Members**

**Section 1. Annual Meeting.** The annual Membership meeting shall be held each year in conjunction with the Annual Conference of the Illinois Reading Council. The Board of Directors has the power to approve other meetings or to co- sponsor meetings during the year.

**Section 2. Special Meetings.** Special meetings of the Members may be called either by the President or the Board of Directors, or not less than 5% of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

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**Section 3. Place of Meeting.** The Board of Directors may designate any place, including technology-based platforms, as its place of meeting for any special meeting called by the Board of Directors.

**Section 4. Notice of Meetings.** Written notice stating the place, date and hour of any meeting of the members shall be sent via email to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of the removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of meeting shall be deemed delivered when sent by email, addressed to the member at his or her email address as it appears on the records of IRC. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 5. Parliamentary Authority.** The rules contained in Robert's Rules of Order (Newly Revised) shall govern the proceedings of this council except in cases governed by the constitution, bylaws, and special rules adopted by this council.

**Section 6. Quorum.** The holders of one percent (1%) of the votes which may be cast at a meeting of the Council, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Members; provided that, if less than one percent (1%) of the outstanding votes are represented at said meeting, a majority of the votes are represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Members, unless the vote of a greater number is required by the General Nonprofit Corporation Act, the Articles of Incorporation or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of duly constituted quorum at that meeting.

**Section 7. Voting.** Each member whose dues and fees are fully paid shall be entitled to one (1) vote in all decisions of the Membership, including the election of each officer.

**Section 8. Inspectors.** At any meeting of Members, the chairman may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all Members.

Each report of inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

## **Article IV Board of Directors**

**Section 1. General Powers.** The affairs of the Council shall be managed by or under the direction of its Board of Directors.

**Section 2. Number, Tenure and Qualifications.** The Board of Directors shall consist of all current officers, Past President, President, President Elect, Secretary, Director of Membership, and Treasurer, and the chairpersons of the standing committees.

**Section 3. Regular Meetings.** The first meeting of the Board of Directors shall be held in the summer during the IRC Leadership to plan for the coming year. Standing committees shall be empowered by the Board of Directors to hold such meetings as they shall deem necessary on the call of the president, at such times and places as the president may determine.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the board may arrange a technology-based meeting or determine a mutually convenient place for holding any special meeting of the board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previous thereto by written notice to each Director at his or her email address as shown by the records of the Council except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. Such notice shall be deemed to be delivered when sent via email to the address provided to the IRC office. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting.

**Section 6. Quorum.** Twenty five percent (25%) of the total number of Directors of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors provided that if less than twenty-five percent (25%) of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting at any time without further notice.

**Section 7. Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. A director may appoint an alternate if the director is unable to fulfill his/her responsibilities at any time during his/her term as a director. The alternate shall have all the rights and responsibilities of the current director.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

**Section 9. Resignation and Removal of Directors.** A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with cause, as specified in the Policies and Procedures of the Council.

**Section 10. Informal Action by Directors.** The authority of the Board of Directors may be exercised without a meeting if consent in writing, including emailed responses, setting forth the action taken, is signed by all the Directors entitled to vote.

**Section 11. Compensation.** No member of the Board shall be paid any compensation for their service as a board member, officer or otherwise; provided, however, board members may be reimbursed for reasonable expenses incurred, such as travel meals, and lodging in connection with and arising out of their service as board members in accordance with policies, guidelines and procedures approved by the membership.

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**Section 12. Presumption of Assent.** A Director of the Council who is present at a meeting of the Board of Directors at which action on any Council matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 13. Limitations.** The Board of Directors shall operate and conduct the affairs of the Council exclusively for charitable and educational purposes, all in accordance with Section 510(c)(3) of the Internal Revenue Code and is not authorized to engage in any activity or conduct nor take any action which would disqualify the Council as a charitable and educational association under Section 501(c)(3) of the Internal Revenue Code.

## **Article V Officers**

**Section 1. Number.** The officers of the Council shall be a president, president-elect, immediate past president, a treasurer, a recording secretary, a membership director, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed by the Board of Directors. Two or more offices may be held by the same person. For full descriptions of officers' responsibilities please refer to the Policies and Procedures.

**Section 2. Nominations and Election.** There shall be a Nominating Committee consisting of the Past President and one other member at large.

- A. Nominations shall be opened in February. The call for nominations will be posted on the council website and announced via email to all members. Nominations will be made electronically.
- B. Upon closure of nominations on February 28, the Nominating Committee shall prepare a slate of acceptable candidates for each officer's position. An effort should be made to secure two candidates for each position. If only one candidate is secured, the election process will be the same. Each nominee must be a member in good standing of the council and ILA. Advance consent to serve if elected from each nominee shall be secured by the committee. The slate will be presented to the Board of Directors for approval in early March.
- C. Upon approval of the Board of Directors, the Past President will distribute the ballots and candidate information via email to all members. The election will be opened March 15 through April 1. The nominating committee will count votes. Officers shall be elected by a plurality of the votes cast. A tie vote will be decided by the Nominating Committee.
- D. The results will be reported to the Board of Directors for validation by April 10, and official results will be recorded into the minutes. The President will submit the Officers Report form to the IRC Office and the ILA State Coordinator by April 14.
- E. The chair of the Nominating Committee shall announce the results of the election electronically to all members.

**Section 3. Terms of Office.** All officers serve two-year terms. All officers may serve a maximum of two consecutive terms or four years.

- A. The recording secretary and president elect shall be elected in even-numbered years.
- B. The treasurer and membership director shall be elected in odd-numbered years.

**Section 4. Time of Assuming Office.** Each officer shall assume the duties of office on July 1, following the election. The election shall have been completed by April 1.

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**Section 5. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6. President.** The president shall be the principal executive officer of the Council. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Council; he or she shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and membership. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Council or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Council any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such executions either under without the seal of the council and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Council is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the Council by the Board of Directors.

**Section 7. The President Elect.** The president elect shall serve as a member of the Board of Directors and as chairperson of the Program Committee, shall coordinate internal programs and fulfill such other duties as are assigned by the Board of Directors. The President-Elect shall assume and perform the duties of the President in event of the absence, incapacity, or resignation of the president. Should the office of President become vacant, the President Elect shall serve the unexpired portion of the President's term in addition to the term for which the President Elect was elected.

**Section 8. Immediate Past President.** The Immediate Past President shall be a member of the Board of Directors and Chairperson of the Nominating Committee and such other committees as named and designated by the Board of Directors. Further, the Immediate Past President shall perform such other duties as the Board of Directors may request and be acceptable to the Immediate Past President.

**Section 9. The Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Council. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for Council; (b) have charge and custody of all funds and securities of the Council, and be responsible therefore and for the receipt and disbursement thereof and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

**Section 10. The Recording Secretary.** The recording secretary shall: (1) record the events of all council meetings and all meetings of the Board of Directors; (2) keep a permanent book of the minutes of all meetings; (3) cooperate fully with the successor by turning over up-to-date records within thirty (30) days of retirement from office.

**Section 11. Director of Membership.** The IRC Director of Membership shall maintain an accurate record of all members of the council and their contact information as collected by IRC. The Director of Membership shall recruit new members and coordinate the invitation of Early Career members into IRC. The Director of Membership shall also work closely with members to invite student members to the IRC Conference.

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## **Article VI Executive Committee**

**Section 1. Composition.** The Executive Committee shall consist of the Board of Directors as specified in Article V.

## **Article VII Committees, Commissions, and Advisory Boards**

**Section 1. Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of one (1) or more directors and such other person as the Board of Directors designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise appropriate authority of the Board of Directors in the management of the Council; but the designation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law. For descriptions of committees, please refer to the Policies and Procedures.

**Section 2. Standing Committees.** The Board of Directors shall establish standing committees commensurate with the governance of the council.

**Section 3. Special Committees.** The Board of Directors shall establish special committees commensurate with the implementation of the council's mission and goals.

**Section 4. Ad Hoc Committees.** The President, with the approval of the Board of Directors, shall establish ad hoc committees as needed to implement special projects and/or interests of the council.

**Section 5. Term of Office.** Each member of a committee, advisory board, or commission shall serve from July 1 through June 30 or until his or her successor is appointed, unless the committee, shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

**Section 6. Chair.** One member of each committee shall be appointed chair. Standing committees shall be chaired by a member of the Board of Directors.

**Section 7. Vacancies.** Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

**Section 9. Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**Section 10. Informal Action.** The authority of a committee may be exercised without a meeting if consent in writing, including emailed responses, setting forth the action, is agreed to by all the members entitled to vote.

## **Article VIII**

### **Contracts, Loans, Checks and Deposits**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or a vice-president of the Council.

**Section 3. Deposits.** All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies and other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

## **Article IX**

### **Representation at the Annual State Assembly**

Representation of the council at the annual state assembly shall be in accordance with that specified by the bylaws of the state council.

## **Article X**

### **Books and Records**

The Council shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, The Director of Membership shall keep a record of the names and contact information of the members entitled to vote. All books and records of the council may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time. All records should be posted to the digital file maintained by the Council.

## **Article XI**

### **Fiscal Year**

The fiscal year of the Council shall be fixed by resolution of the Board of Directors of IRC.

## **Article XII**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of this Council, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

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## **Article XIII**

### **Indemnification**

**Section 1. Indemnification in Actions other than by or in the Right of the Council.** The Council shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he or she is or was a director, officer, employee or agent of the Council, is or was serving at the request of the Council, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2. Indemnification in Actions by or in the Right of the Council.** The Council may indemnify any person who as or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council and provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council unless any only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

**Section 3. Right to Payment of Expenses.** To the extent that a director, officer, employee or agent of a Council has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection herewith.

**Section 4. Determination of Conduct.** Any indemnification under Sections 1 and 2 of this Article shall be made by the Council only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

**Section 5. Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or



proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council authorized in this Article.

**Section 6. Indemnification Not Exclusive.** This indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefits of the heirs, executors and administrators of such a person.

**Section 7. Insurance.** The Council shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of these Sections.

**Section 8. Notice to Members.** If the Council has paid indemnity or has advanced expenses to a director, officer, employee or agent, the Council shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

**Section 9. References to Council.** For the purpose of the Article, references to “the Council” shall include, in addition to the surviving Council, any merging Council (including any Council having merged with a merging Council), absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its director, officers, and employees or agents of such merging Council, or was serving at the request of such merging Council as a director, officer, employee or agent of another Council, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Council as such person would have had with respect to such merging Council if its separate existence had continued.

**Section 10. Other References.** For the purpose of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Council “ shall include any service a director, officer, employee or agent of the Council which imposes duties on, or involves services by such director, office, employee or agent with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Council” as referred to in this Article.

## **Article XIV Amendments**

The power to make, alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Article of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Proposed amendments shall be distributed to the Board of Directors at least 14 days prior to said meeting. The bylaws may contain any provisions for the regulation or management of the affairs of the Council not inconsistent with the law of the Articles of Incorporation. All proposed amendments to these bylaws

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need to be in accord with IRC bylaws and must be approved by IRC prior to final adoption by the Board of Directors.

## **Article XV Dissolution**

In case of the dissolution of this Council, any assets remaining after paying or making provision for the payment of all liabilities of the council shall revert to the Illinois Reading Council.