NORTH CAROLINA READING ASSOCIATION, INC.
A NON-PROFIT CORPORATION
BYLAWS

ARTICLE I. NAME

The name of the corporation shall be the North Carolina Reading Association, Inc. hereafter called "NCRA" or "the Association."

ARTICLE II. NATURE AND PURPOSE

Section 1. Nature
The North Carolina Reading Association shall be a professional organization of individuals who are concerned with the improvement and advancement of reading, writing and language arts and their integration into all disciplines. The North Carolina Reading Association, is a non-profit corporation serving the state of North Carolina.

Section 2. Purposes

1. To promote reading for pleasure and lifelong learning,
2. To accept and support the establishment, development, and ongoing literacy work of affiliated local councils meeting the geographic, philosophical, and membership requirements of the Association.
3. To encourage the study of the reading process and the challenges for struggling readers at all educational levels,
4. To promote mutual understanding of reading and cooperative efforts among teachers of all grades and disciplines, parents, professionals, and auxiliary personnel at all educational levels,
5. To improve at all grade levels the quality of reading instruction commensurate with each individual's capacity,
6. To provide information related to reading, writing, language arts, and other literacies,
7. To stimulate and promote research in all educational settings and to publish investigations when possible,
8. To influence pre-service and in-service teacher education programs,
9. To coordinate the efforts and activities of local councils by creating and maintaining partnerships to broaden current knowledge in literacy,
10. To recognize outstanding literacy efforts in the state through awards offered by local councils and the NCRA,
11. To sponsor conferences and meetings designed to implement the purposes of the state and local councils,
12. To strengthen global connections through projects supported by local councils and the NCRA.

13. **ARTICLE III. MEMBERSHIP**

Section 1. Eligibility
Membership in the Association shall be open to all persons engaged in or interested in the teaching or supervision of reading and other literacies at any level, including parents and others interested in the purposes of NCRA.

Section 2. Active Members
NCRA membership for local council members shall become effective upon payment of dues by the local council to the treasurer of NCRA.

Section 3. Association Dues
NCRA's Executive Committee and Board of Directors shall set dues for annual membership with the approval of the Delegates Assembly. NCRA's membership director will receive dues payable to NCRA and transfer funds to NCRA's treasurer; dues shall apply to the fiscal year beginning June 1 and ending May 31.

Section 4. Local Councils/Good Standing
A local council in good standing must meet all of the following:

1. The local council must have a minimum of 20 (twenty) members.
2. Three (3) of the twenty (20) members must be officers.
3. Three local council officers must be ILA members.
4. The local council must have at least three (3) meetings during the fiscal year.

ARTICLE IV. ELECTED OFFICERS and MEMBERS OF THE EXECUTIVE COMMITTEE

Section 1. Elected Officers
The elected officers of the Association shall be a president, president-elect, vice president, and secretary and serve as voting members of the Executive Committee. Any member of local and state reading councils who has served as a local council officer or as an active member of NCRA's Board of Directors is eligible to be an officer of the Association. Each year the Governance Committee selects and presents nominee(s) for the office of vice president. At the end of the secretary's three-year term, the Governance Committee selects and presents a nominee for the office of secretary. The actions of the all officers shall be governed by the duties as detailed in the NCRA Bylaws and Policy Handbook updated in accordance with the bylaws.

Section 2. Appointed Members of the Executive Committee
The appointed voting members of the Association's Executive Committee shall be Council Leadership Coordinator (formerly known as State Coordinator), Treasurer, and Director of Membership Development.

Section 3. Term of Officers
The term of office of the vice president shall be one year. The vice president shall then automatically succeed to the office of president-elect for one year and at the expiration of this term as president-elect, shall become president for a period of one year. The term of the Secretary, Treasurer, and Director of Membership Development shall be three years. However, the Secretary, Treasurer, and Director of Membership Development may serve a second term immediately following their first term of office upon recommendation by the Governance/Nominating Committee.

Section 4. Time of Assuming Office

Each officer shall assume the duties of office on June 1, following the winter election and shall continue to serve the duration of the term.

Section 5. Duties of President

The president shall act as the executive officer of the Association, supervising the management of the affairs of the Association and exercising general leadership. He/she presides at the Executive Committee, Board of Directors, the Delegates Assembly, and all other official meetings of the state association. The president shall appoint chairperson of Young Authors Committee, the Advocacy Committee, the Partnerships Committee, and ad-hoc committees. The president serves as the co-chairperson of the Conference Committee, along with the executive assistant/s. The president serves as a voting member of the Executive Committee and the Board of Directors. The President shall also perform such other duties as may be assigned by the Board and specified in the Handbook.

Section 6. Duties of President-Elect (PE)

The president-elect shall serve as a voting member of the Executive Committee and Board of Directors. The president-elect shall assume and perform the duties of the president in the event of the absence, incapacity, or resignation of the president. The President-elect shall also perform such other duties as may be delegated by the president, assigned by the Board, and specified in the Handbook. The president-elect shall be the chairperson of the Awards Committee. Should the office of president become vacant, the president-elect shall become president immediately and shall serve the unexpired portion of the president's term in addition to the year for which the president-elect was elected.

Section 7. Duties of Vice President (VP)

The vice president shall serve as a voting member of the Executive Committee and Board of Directors. The vice president shall also perform such other duties as delegated by the president, assigned by the Board, and specified in the Handbook. The Vice President shall be the co-chairperson of the Membership Committee, with the Director of Membership Development. In the event that, for any reason, the president-elect is unable to assume the duties of the president, the vice president shall assume those duties for the unexpired portion of the president's term. In addition, the VP will assume the duties of the president for the term in which he/she was elected for President.

Section 8. Duties of the Immediate Past President

The immediate past president shall serve as a voting member of the Executive Committee and the Board of Directors and fulfill duties assigned by the president, Board of Directors, and specified in the Handbook. With input from the executive committee, the immediate past president shall review and revise the policy handbook, as needed. The immediate Past President shall serve as chairperson of the Governance Committee. The immediate Past President shall act as presiding officer over the Board of Directors, Executive Committee, and Delegates Assembly in the event that the President, President-elect, and Vice President are absent.

Section 9. Duties of Secretary

The Secretary shall serve as a voting member of the Executive Committee and Board of Directors for a three-year term and may serve a second three-year term, if elected. The secretary shall keep accurate minutes of the Executive Committee, Board Meetings, and Delegates Assembly, distribute minutes to these entities, and keep a permanent record of the minutes. In addition, the Secretary shall also fulfill other duties as specified by the President, Board of Directors, and the Handbook.

Section 10. Duties of Council Leadership Coordinator (CLC)

The Council Leadership Coordinator shall serve as a voting member of the Executive Committee and Board of Directors for a three-year term and may serve a second three-year term immediately following their first term of office, upon recommendation by the Governance/Nominating Committee. The CLC shall work with Area Directors to increase local council leadership, assist local councils with strategic planning and increasing membership, coordinate the annual Leadership Institute, and advocate for literacy across the state. In addition, the CLC shall fulfill other duties as specified by the President, Board of Directors, and the Handbook.

Section 11. Duties of Treasurer

The Treasurer is a voting member of the Executive Committee and the Board of Directors. The Treasurer shall serve as chairperson of the Finance Committee and execute the duties essential to the maintenance of accurate and up-to-date records for a nonprofit organization and maintain custody of the funds of the Association, which shall be deposited in the name of the North Carolina Reading Association. The Treasurer shall arrange for an impartial certified public accountant to serve on an ongoing basis to audit and oversee the finances of the organization. The Treasurer shall also fulfill other duties as specified by the President, Board of Directors, and the Handbook.

Section 12. Duties of Director of Membership Development (DMD)

The DMD serves as a voting member of the Executive Committee and Board of Directors. He/she shall co-chairperson the Membership Committee (with the Vice President) and is responsible for membership promotion, recruitment, and retention initiatives, as well as maintaining accurate records of the membership of the organization. The Director of Membership Development shall also fulfill other duties as specified by the President, Board of Directors, and the Handbook.

Section 13. Duties of Area Directors

Area Directors serve as voting members of the Board of Directors and assume responsibility for serving local councils in their designated areas. They make contact with the leaders of local councils in their areas, offer support and receive reports on meetings and other activities of councils in their areas and offer reports on the work of local councils at meetings of NCRA's Board of Directors and to the Communication Committee for publication in hard copy and/or online. Area Directors serve three (3) year terms. Directors attend local council meetings, provide support to local councils, and offer reports to the Board of Directors. Area Directors may be asked to serve successive three-year terms. The Council Leadership Coordinator receives recommendations for members to serve as area directors and submits nominees to the Director of Membership Development and Vice President for their input before submitting names of area directors to the Executive Committee for approval.

Section 14. Duties of Executive Assistant(s)

NCRA's executive assistants serve as non-voting members of the Executive Committee. Executive Assistant(s) facilitate communication, arrange logistics for scheduled meetings, and assist the president with planning of the annual conference. The executive assistant(s) co-chair the Conference Committee (with the President) and, as such, are voting members of the Board of Directors. The Executive Assistant (s) shall also fulfill other duties as specified by the President, Board of Directors and the Handbook.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Function

The Board of Directors shall exercise general supervision over the property and affairs of the Association. The Executive Committee, representing the Board of Directors, shall have the general power to administer the affairs of the Association between meetings of the Board of Directors and the Delegates Assembly and shall report its actions to the membership.

Section 2. Composition

The voting members of the Board of Directors of NCRA shall consist of the immediate past president, the president, the president-elect, the vice president, the treasurer, the secretary, the council leadership coordinator, membership director, and the area directors or area director's alternate from each area. Chairpersons of the committees shall also serve as voting members of the Board of Directors. No person shall have more than one vote.

Section 3. Meetings

The first meeting of the Board of Directors is generally held during the Leadership Institute in June, but, if not, it should occur no later than August 31 to allow time for the President to appoint and announce the chairpersons of the standing committees and finalize the yearly calendar. The Board of Directors shall be empowered to hold such meetings, at such times and places as the president determines. No fewer than three (3) meetings shall be held each year. It shall be within the power of the President or President's designee to hold a board meeting in face-to-face or electronic formats through conference calls or other means, when deemed necessary. Working with the Executive Assistant(s), the Board of Directors shall set the date, the time, and places for the annual reading conference, leadership institute and meeting of the Delegates Assembly. Proposals that require a Board of Directors vote should be detailed and presented in writing in advance of any meeting, whenever possible.

Section 4. Quorum

A quorum for a meeting of the Board of Directors shall consist of 50 percent of the Area Directors and chairpersons of committees in addition to four (4) members of the Executive Committee. When they are unable to attend meetings of the Board, all voting members should designate alternates to attend and vote.

Section 5. Rules of Order

The rules contained in the most current edition of *Robert's Rules of Order* shall govern the meetings of the Board of Directors and the Delegates Assembly in all cases in which actions are not specified within the provisions of the by-laws and rules approved by the Delegates Assembly with the intent of modifying the bylaws.

ARTICLE VI. DELEGATES ASSEMBLY

Section 1. Composition

The voting members of NCRA shall consist of the Board of Directors and delegates certified by the president of the local councils. (Any delegate must be a member of the local council he/she represents.) Each local council in good standing* shall be entitled to one (1) delegate and an additional delegate for each 20 additional members. A council may send a designated alternate (who is a member of the local council) for each delegate; an alternate may vote only when the delegate is absent. All voting members of the Board of Directors are also voting members of the Delegates Assembly. NCRA members who do not have voting privileges in the Assembly may attend Assembly meetings and may address the Assembly (or have the privilege of the floor).

Section 2. Function
The Delegates Assembly shall be the legislative body of the NCRA and shall have authority over the affairs of the Association outlined in and within the limits set by these bylaws.

Section 3. Meetings
The Delegates Assembly shall meet concurrently with the annual conference. The officers of each local council or association shall receive an agenda (developed by the president and distributed by the secretary) at least one month in advance of this meeting.

Section 4. Amendments to Bylaws
The Assembly shall have the power to amend these bylaws, as provided in Article XII.

Section 5. Quorum
A quorum shall consist of fifteen (15) percent of all those eligible to vote in the Delegates Assembly.

Section 6. Rules of Order
The rules contained in the most current edition of *Robert's Rules of Order* shall govern the meetings of the Board and the Delegates Assembly when actions are not specified within the provisions of the bylaws.

Section 7. Parliamentarian
The president may appoint an impartial parliamentarian, familiar with the bylaws and the most current edition of *Robert's Rules of Order* with the approval of the Executive Committee and Board of Directors to maintain sufficient order to carry out the business of the Association. The chairperson of the Governance Committee may also serve as parliamentarian at the request of the president and approval of the Executive Committee.

ARTICLE VII ELECTIONS/ APPOINTMENT of LEADERS

Section 1. Elections
The vice president and/or secretary shall be chosen by ballot.

Section 2. Governance Committee
The Governance Committee shall present nominees for each vacant elected office to the Executive Committee for approval before submitting nominees to the Board of Directors. Advance consent from each nominee must be secured by the Governance Committee before submitting any nominee.
Nominees should be provided relevant job descriptions and copies of current versions of NCRA's bylaws and handbook. Any nominee shall prepare a written vita to accompany the information sent to the Governance Committee, Executive Committee, and the Board of Directors. The immediate past president serves as the chairperson of the Governance Committee.

Section 3. Mode of Election
Any ballot shall be delivered to each paid member of NCRA at least thirty (30) days prior to the annual Delegates Assembly. There shall be an opportunity for write-in nominations for each office provided on the ballot. Members shall vote by ballot, and voting shall close ten (10) days prior to the Delegates Assembly. The Governance Committee shall be responsible for counting the ballots and immediately certifying the results and reporting the results to the president, president-elect and other members of Executive Committee and Board of Directors. Any nominee who receives a plurality of the votes cast shall be elected. In case of a tie, a ballot for the two (2) highest of the nominees shall be taken at the meeting of the Delegates Assembly. The results of the elections shall be announced at the Delegates Assembly or one of the general sessions at the annual reading conference.

Section 4. Governance Committee

The president of NCRA should receive recommendations for treasurer, membership director, and state coordinator on behalf of the Governance Committee, made up of members appointed by the Governance Committee chairperson. The Governance Committee chair will present recommendations to the Executive Committee for approval. Recommendations will then be presented to the Board Directors.

Advance consent from each nominee shall be secured by the Governance Committee before the committee submits his/her name to the Executive Committee and Board of Directors. Recommendations will be presented with job descriptions. Each nominee will also receive a copy of NCRA's bylaws and handbook. Nominees shall prepare a written vita to accompany the information sent to the Governance Committee and the Board of Directors. The immediate past president of NCRA serves as chairperson of the Governance Committee.

ARTICLE VIII. COMMITTEES

Section 1. Committee Structure

The committees of NCRA shall be those standing committees as specified in the bylaws and ad-hoc committees in accordance with Section 14. Each committee should consist of at least three (3) members, qualified to serve. When possible, at least one member should be reappointed to a committee to support continuity of the committee's work. The president shall appoint chairpersons of all committees, not otherwise designated in the bylaws, and serve as an ex-officio member of all committees. No member shall serve as sole chairperson of more than one committee, unless specified to serve in the Bylaws. Members interested in serving on any committee should contact the committee chairperson about appointment to that committee.

All chairpersons and members of standing committees must be current members of NCRA. Each committee submits a report to the secretary prior to the Executive Committee and Board of Directors meetings. The committee members should be identified on each report. The chairpersons of committees are encouraged to use committee appointments as a way to develop new leaders from local councils and involve members in writing for the blogs and other NCRA publications.

Section 2. Executive Committee

The Executive Committee shall consist of the following voting members: President, President-elect, Vice President, Secretary, Treasurer, Membership Director, and immediate Past President. The executive assistant(s) serve as non-voting members of the Executive Committee. The committee shall meet prior to each meeting of the Board of Directors and Delegates Assembly to discuss matters related to the good of the organization and to develop the agenda for those meetings. The voting members of the Executive Committee will serve on the Board of Directors. The President shall serve as the chairperson of this committee.

Section 3. Governance Committee

The Governance Committee shall be responsible for the strategic planning for the association, reviewing the bylaws and the association's policies and procedures outlined in the Handbook, and nominating individuals for the elected positions of the organization. The Governance Committee shall also be responsible for keeping historical records of the organization. The immediate past president shall chair the Governance Committee and is responsible for selecting committee members to fulfill the responsibilities of the committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 4. Finance Committee
The Finance Committee is responsible for providing financial oversight for the association, including but not limited to preparing the annual budget that supports the mission and strategic plan of the association. Members of the committee shall include members of the Executive Committee. The Treasurer shall serve as chairperson of this committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 5. Awards Committee
The Awards Committee shall be responsible for recognizing outstanding individuals and organizations that support literacy. This includes awards sponsored by NCRA or ILA. The chairperson of the Awards Committee shall be the President-elect. The chairperson shall appoint committee members and assign duties/responsibilities. The awards and recognitions include, but are not limited to, the following: Celebrate Literacy Award, ILA's Award of Excellence, Mary Ellen Skidmore Project Grants, Exemplary Reading Program Award, and Scholarships. The committee chairperson shall serve as a member of the Board of Directors.

Section 8. Communications Committee
The Communication Committee shall assume primary responsibility for the direction and supervision of all communications, including social media and other means, to keep constituents informed of important activities, functions, developments, and so forth. The committee shall communicate information about all aspects of the state association. The chairperson of the Communication Committee shall be selected by the Board of Directors. Members of the Executive Committee shall be members of the Communication Committee. A webmaster may be hired by the Executive Committee with duties detailed in the contract. The webmaster shall be a member of the Communications Committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 9. Conference Committee
The Conference Committee shall be responsible for planning and implementing the annual conference. The executive assistant(s) manage the annual conference and collaborate with the president on the planning and execution of the conference. The Executive Assistants and President shall serve as co-chairpersons of the committee. The Executive Assistants appoint members of the Conference Committee in consultation with the NCRA president. The committee chairperson (s) shall serve as a member of the Board of Directors.

Section 10. Young Authors Committee
The Young Authors Committee shall implement a writing project that provides opportunities for young writers and NCRA members (Forever Young) to publish their work. The project is outlined by the Association's leaders and reflects the purposes and goals of NCRA. The President appoints the chairperson of the Young Authors Committee. The chairperson may appoint additional members of the NCRA to serve on the committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 11. Advocacy Committee
The Advocacy Committee shall advocate for and champion NCRA's mission and goals through marketing and communications with the membership, general public, and policy makers. The committee shall advocate for teachers and children across the state to support efforts (including, but not limited to legislation) that promote effective literacy instruction. The President appoints the chairperson of the Advocacy Committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 12. Membership Committee
The Membership Committee shall be responsible for all matters related to membership in the local state, and inter-national associations, including campaigns and data management. The committee is chaired by the

Membership Director. Members of the committee include the Vice President, as well as others who may be appointed by the chairperson. The committee chairperson shall serve as a member of the Board of Directors.

Section 13. Partnerships Committee

The Partnerships Committee shall be responsible for outreach and collaboration with local, state, national, and international entities interested in promoting and supporting literacy development. The President shall appoint the chairperson of the Partnerships Committee. The committee chairperson shall serve as a member of the Board of Directors.

Section 14. Ad-hoc Committees

Ad-Hoc Committees may be authorized from time-to-time by the Executive Committee and the Board of Directors and shall serve the purpose/s specified. Typically, ad-hoc committees serve no longer than three years. The President shall appoint the chairpersons of ad-hoc committees.

Section 15. Number of Standing Committees

The standing committees may be increased or decreased upon recommendation of the Executive Committee and Board of Directors and upon approval by a majority of the votes cast at the annual Delegates Assembly.

ARTICLE IX. REPRESENTATION OF NORTH CAROLINA READING ASSOCIATION at MEETINGS OF THE INTERNATIONAL LITERACY ASSOCIATION

In the event that the NCRA is an affiliate of the International Literacy Association, one or more members of NCRA shall be appointed by the president (with the approval of the Executive Committee) to attend any ILA meetings that require state representation.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order* shall govern the proceedings of the NCRA, except in cases governed by the bylaws and rules approved by a majority vote at the Delegates Assembly, with the intent to modify the bylaws.

ARTICLE XI. DISSOLUTION

In case of the dissolution of NCRA, any assets remaining after the payment of debts or making provision for payment of other liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose related to reading.

ARTICLE XII. AMENDMENTS

Section 1. Amendments

Amendments to the bylaws shall be proposed by a quorum of the Executive Committee and the Board of Directors, the Bylaws Committee or by voting members (who present in writing a proposed change at a prior meeting of the Board of Directors) for approval by the annual Delegates Assembly of NCRA.

Section 2. Procedure for Amending

Amendments may be adopted by the affirmative vote of two-thirds of the voting members of the Association present at the Delegates Assembly, provided that the amendments have been approved first by the Board of Directors or circulated to each voting member at least ten (10) days in advance of the meeting of the Delegates Assembly.

Section 3. Incorporation of Amendments

Amendments adopted as described in Section 2 shall be incorporated into these bylaws.

Section 4. Revision of Bylaws

Bylaws may be completely revised when the Executive Committee instructs the Bylaws Committee to make such a revision. The resulting bylaws shall be approved by the Executive Committee and by a plurality of the voting members present at the annual Delegates Assembly of NCRA.

ARTICLE XIII. INTERNATIONAL LITERACY ASSOCIATION

Section 1.

The NCRA shall have the option to become an affiliate of the International Literacy Association (ILA) upon a vote by a majority of the members of the Delegates Assembly.

Section 2.

In the event that the NCRA is an affiliate of ILA, then it shall have the option of determining whether it shall support the implementation of the educational standards and mission of ILA.

Section 3.

In the event that the NCRA is an affiliate of ILA, then the NCRA Council Leadership Coordinator shall act as a liaison between the ILA, NCRA, and local councils and help promote the development and retention of local councils. The CLC shall fulfill such other duties as specified by the Board of Directors and/or the President of the NCRA.