



Promoting literacy through research, education, and advocacy.

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Dear Friends,

Thank you for your interest in being a Global Partner of The International Dyslexia Association (IDA).

The materials you will find in this introductory packet will provide you with an overview of the Association, its governance policies, structure, values and purpose statements. The packet also contains the Global Partner Certification of Membership which outlines the program.

If you are interested in additional information, please contact Christy Blevins, at IDA Headquarters at cblevins@interdys.org.

Sincerely,

Steve Peregoy
Executive Director

IDA Mission Statement

The International Dyslexia Association (IDA) is an international organization that concerns itself with the complex issues of dyslexia. The IDA membership consists of a variety of professionals in partnership with dyslexics and their families and all others interested in The Association's mission.

We believe that all individuals have the right to achieve their potential, that individual learning abilities can be strengthened and that social, educational and cultural barriers to language acquisition and use must be removed.

The IDA actively promotes effective teaching approaches and related clinical educational intervention strategies for dyslexics. We support and encourage interdisciplinary research. We facilitate the exploration of the causes and early identification of dyslexia and are committed to the responsible and wide dissemination of research based knowledge.

IDA Purpose Statement

The purpose of IDA is to pursue and provide the most comprehensive range of information and services that address the full scope of dyslexia and related difficulties in learning to read and write...

In a way that creates hope, possibility, and partnership.

So that every individual has the opportunity to lead a productive and fulfilling life, and society benefits from the resource that is liberated.

**OUR CORE VALUE:
TEAMWORK AND ACHIEVING OUR BEST TOGETHER**

**We work as a team in a culture of mutual trust and respect.
We communicate with each other openly and candidly.
We achieve the best outcome together.**

THE INTERNATIONAL DYSLEXIA ASSOCIATION (IDA) VALUES

Empowering Individuals with Dyslexia

We strive to have a meaningful impact on the lives of individuals with dyslexia, as well as their families. We work diligently to provide evidence-based information and services so people with dyslexia can advocate for themselves and achieve their best.

Commitment and Accountability

We are committed to living our values on a daily basis and we accept personal responsibility for advancing IDA's mission and maintaining fiscal stability. We can never be complacent in the pursuit of our mission.

Diversity

At IDA, we understand that different perspectives are necessary for informed decision making. Our actions must always reflect a commitment to inclusivity and a representation of the population at large

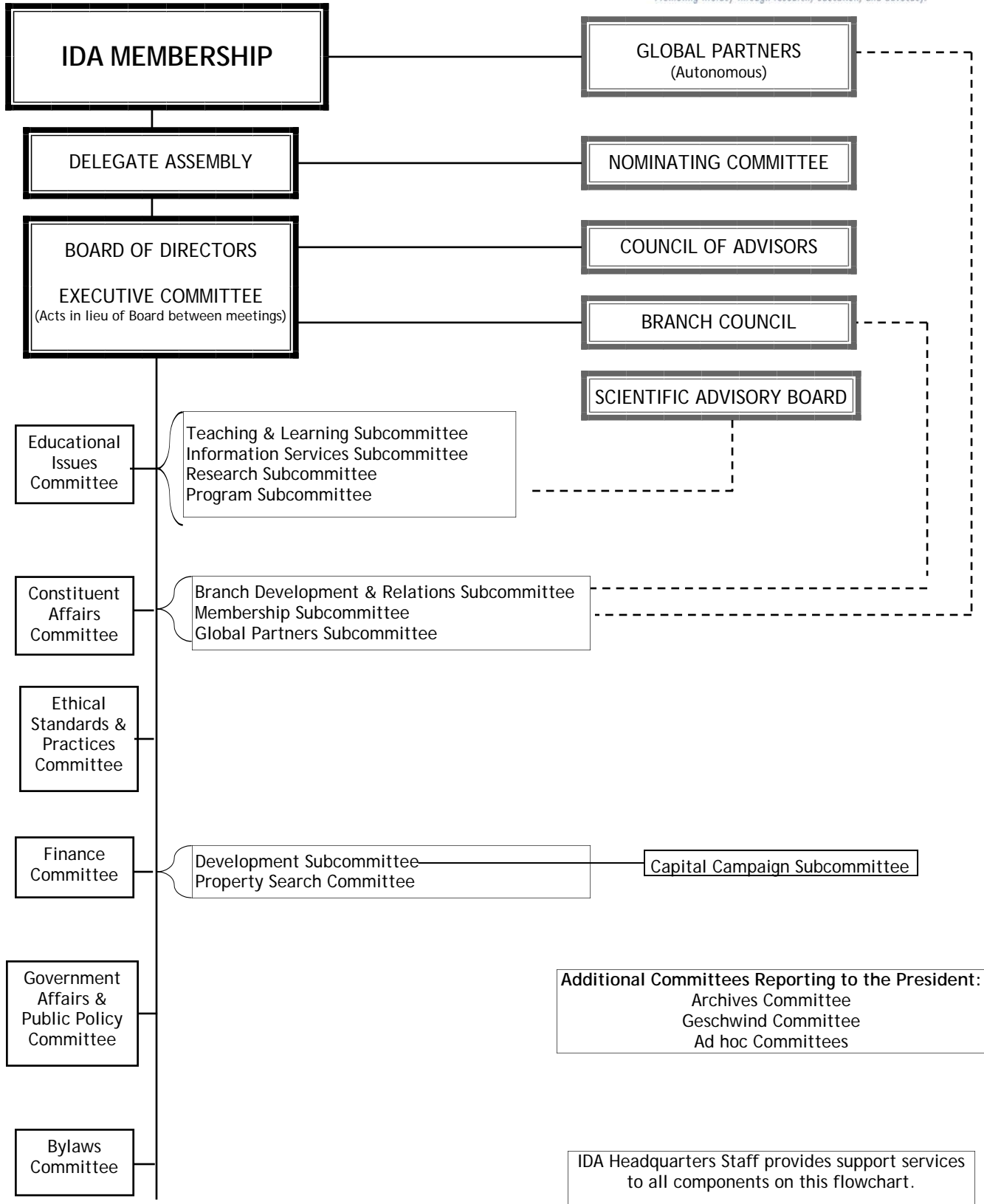
Intellectual Integrity

Intellectual integrity is the cornerstone of IDA. We value our historical roots and honor them by retaining a commitment to research and evidenced-based practices. We understand that such a commitment may, at times, demand a willingness to challenge long-held beliefs.

Leadership and Collaboration

We accept our role as a leader in promoting evidence-based practices at local, state, federal, and international levels. By exercising that leadership and by collaborating with like-minded organizations, IDA will proactively influence policies critical to the well being of people with dyslexia.

ORGANIZATIONAL STRUCTURE



The dotted lines on the organization chart represent the following:

For the Global Partners:

" . . . a communication and working relationship between the Global Partners and the Board's Global Partners Subcommittee focusing on the needs and issues of the Global Partners, which is the charge of the subcommittee."

For the Branch Council:

" . . . a communication and working relationship between the Branch Council (through the Branch Council Chair) and the Board's Branch Development & Relations Subcommittee focusing on advancing the needs and issues of the branches, which is the charge of the Subcommittee."

For the Scientific Advisory Board:

" . . . a communication and working relationship between the Scientific Advisory Board and the Board's Research Subcommittee focusing on the needs and issues of research into dyslexia, which is the charge of the subcommittee."

2009 IDA BOARD OF DIRECTORS Contact Information



Promoting literacy through research, education, and advocacy.

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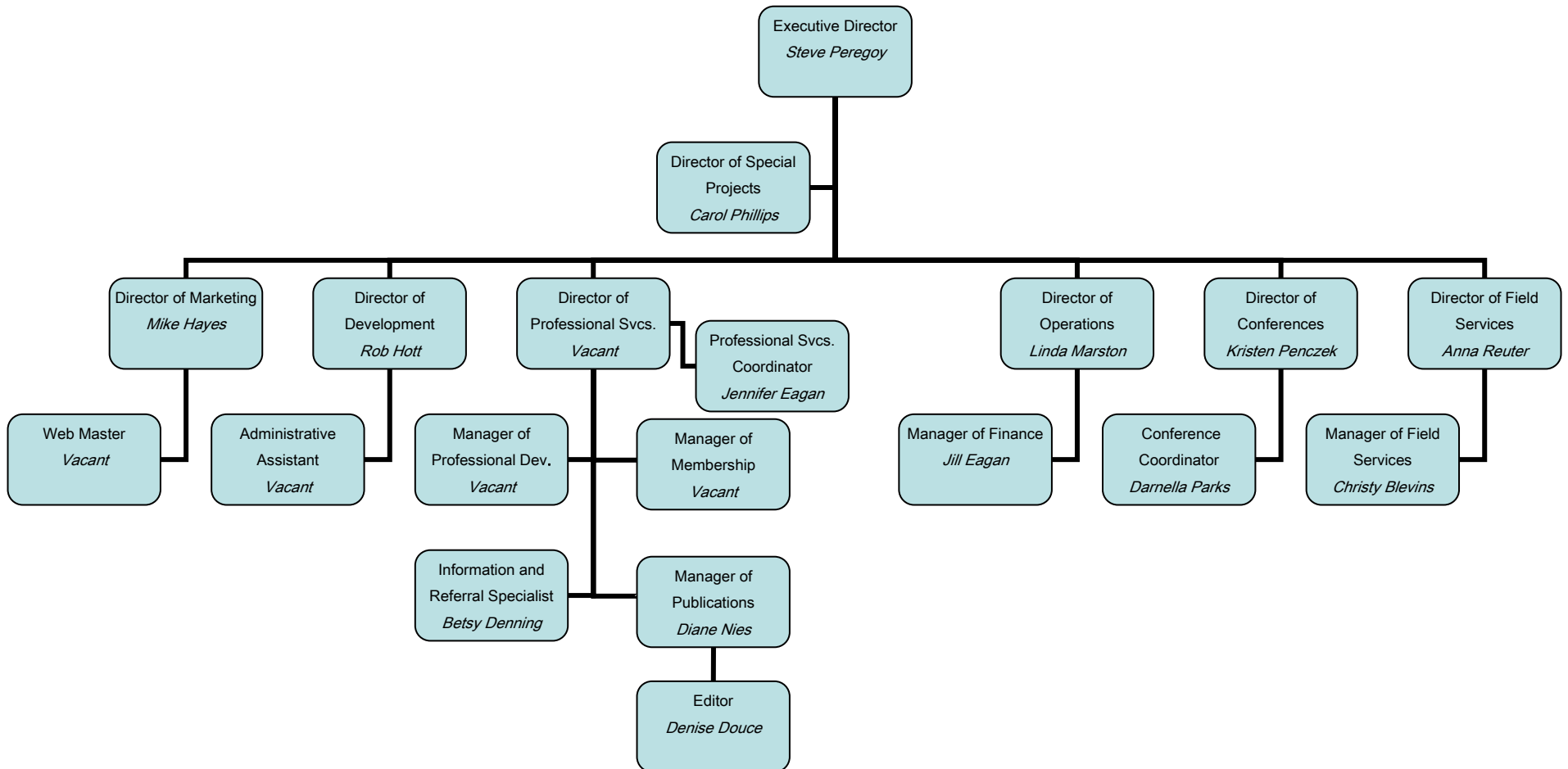
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The International Dyslexia Association

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Founded in Memory of Samuel T. Orton

Updated February, 2009

The
International
DYSLEXIA
Association

Promoting literacy through research, education, and advocacy.

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The International Dyslexia Association (IDA) supports efforts to provide individuals with dyslexia with appropriate instruction and to identify these individuals at an early age. IDA, however, does not endorse any specific program, speaker, product, or instructional material, noting that there are a number of such which present the critical components of instruction as defined by IDA.

Branches of The International Dyslexia Association, pg 2

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Note: Annually, IDA Branches publish at least one newsletter and hold at least four public events, such as conferences, workshops, and support group meetings.



Promoting literacy through research, education, and advocacy.

BYLAWS

TABLE OF CONTENTS

ARTICLE I	NAME	1
ARTICLE II	PURPOSE	1-2
ARTICLE III	MEMBERSHIP & DUES	2-4
ARTICLE IV	OFFICERS	4-7
ARTICLE V	BOARD OF DIRECTORS	7-9
ARTICLE VI	EXECUTIVE COMMITTEE	9-10
ARTICLE VII	COUNCIL OF ADVISORS	10
ARTICLE VIII	EXECUTIVE DIRECTOR	10-11
ARTICLE IX	COMMITTEES	11-15
ARTICLE X	DELEGATE ASSEMBLY	15-17
ARTICLE XI	BRANCHES	17-18
ARTICLE XII	BRANCH COUNCIL	18-19
ARTICLE XIII	AMENDMENTS	19
ARTICLE XIV	PARLIAMENTARY AUTHORITY	19

Founded in Memory of Samuel T. Orton

(Approved by the Membership - 1998, Amended by the Delegate Assembly - 2002, 2003 and 2007)

ARTICLE I NAME

- I.1. The name of this corporation, hereinafter referred to as The Association, shall be The International Dyslexia Association, Founded in Memory of Samuel T. Orton. The Association, a non-profit corporation, is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt, or corresponding section of any future tax code. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.

ARTICLE II PURPOSE

- II.1. The purpose of The Association shall be to promote knowledge of dyslexia and related disorders and of literacy acquisition, as originally espoused by the late Samuel T. Orton and others, and as enhanced by ongoing theory, research, and application. In particular, The Association shall:
- a) Be a non-profit, scientific and educational organization for the multidisciplinary study and treatment of individuals with dyslexia and related disorders;
 - b) Consist of members, branches, a Branch Council, a Board of Directors, officers, an Executive Committee, a Delegate Assembly, an Executive Director, a Council of Advisors, and an International Office;
 - c) Support and encourage study and research into the nature of dyslexia and related disorders as well as all aspects of the acquisition and mastery of written language, including, but not limited to, reading, spelling, and writing;
 - d) Promote the appropriate diagnosis and treatment of dyslexia and related disorders;
 - e) Promote, encourage, and support the preparation and continued education of professionals and other personnel to ameliorate the impact of dyslexia and related disorders, and to promote optimal methods of reading and language instruction for all individuals; and
 - f) Promote public awareness and understanding of dyslexia and related disorders, as well as knowledge of factors important to learning to read and write, through responsible dissemination of research-based knowledge.

- II.2. The fiscal year shall be from June 1 to May 31.
- II.3. The Association shall receive, hold, and invest funds and make disbursements in payment of lawful indebtedness. These transactions shall be carried out in accordance with and as directed by the Bylaws of The Association, and as directed or authorized by the Board of Directors, hereinafter referred to as the Board.

ARTICLE III MEMBERSHIP AND DUES

III.1. Membership shall be open to any individual who supports the purposes of The Association as set forth in these Bylaws, without regard to place of residence, degree of personal involvement, professional development, age, sex, creed, color, disability, national or ethnic background or marital status.

- a) To be a member, dues must be current.
- b) In order to be a member of a branch, an individual must hold membership in The Association.
- c) An individual may be a member at-large of The Association without being a member of a branch.
- d) Members may be affiliated with the branch of their choice.
- e) Membership in The Association may be terminated by the affirmative votes of 15 members of the Board when the actions of an individual are judged detrimental to The Association.
- f) Honorary membership in The Association may be granted by vote of the Board.

III.2. CATEGORIES OF MEMBERSHIP

- a) Individual Categories:
 - i. Professional Membership: A professional member shall be a person enrolled in The Association, and shall possess membership rights described in this article, except those membership categories otherwise specified.
 - ii. Parent/Advocate Membership: A Parent/Advocate member shall be a person enrolled in The Association, and shall possess membership rights described in this article, except those membership categories otherwise specified.

b) Organizational Categories:

i. Educational Institution Membership: An institutional member shall be an educational institution, public or private school, institution of higher education, governmental agency, or a non-profit corporation that is enrolled in The Association, and shall possess membership rights described in this article, except those membership categories otherwise specified.

ii. Corporate/Business Membership: A Corporate Member shall be a for-profit corporation that is enrolled in The Association. Such members shall possess membership rights described in this article, except those membership categories otherwise specified.

c) Special Organizational Category:

A Corporate or Institutional member that due to unique circumstances negotiates, to the satisfaction of the Board, a specialized benefit and dues package. Such members shall possess membership rights described in this article, except those membership categories otherwise specified.

III. 3 Subcategories of Membership & Special Interest Groups

As the Board feels appropriate, subcategories of membership and special interest groups may be established to help further differentiate benefits to reflect the unique needs of members.

III.4. Membership Discounts

As The Board feels appropriate, membership discounts shall be given (e.g. honorary, lifetime, retired, student, family, international). Individuals eligible for discounted membership rates shall receive all rights outlined by The Association for the selected category of membership.

III.5. RIGHTS OF MEMBERSHIP

a) Except as otherwise provided in the Articles of Incorporation or the Bylaws, all membership categories shall have the right to a vote, to have membership in the branch of his/her choice, to petition, to receive The Association's official journals, and to benefit from such other privileges as may be authorized from time to time.

- b) Only members in the individual category shall have the right to hold branch and international office, and serve on appointive bodies.

III.7. DUES

- a) Membership dues shall be proposed by the Board and voted upon by the Delegate Assembly.
- b) Dues shall be paid to the International Office unless otherwise determined by the Board.
- c) A portion of each branch member's dues, as determined by the Board, shall be sent to the member's branch.
- d) When dues are submitted with an application for initial membership or to reactivate a lapsed membership, dues remain current for one year from the date of payment. When submitted with a renewal of membership, dues remain current from the annual anniversary date.

ARTICLE IV OFFICERS

IV.1. OFFICERS

- a) The officers of The Association shall be: a President, three Vice-presidents, a Secretary, a Treasurer, a President-elect, and an Immediate Past-president. These officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by The Association.
- b) No member of The Association shall hold more than one position at a time on the Board.
- c) Officers of The Association, with the exception of the President-elect and President, shall each be elected for one three-year term or until a successor is elected. The President-elect shall be elected for a one-year term. An officer shall be ineligible for re-election to the same office for a period of one year unless otherwise stated in these Bylaws.

IV.2. PRESIDENT

- a) On the January 1 following the completion of his/her term, the President-elect shall assume the office of President for one three-year term or until a successor assumes the office of President.
- b) The President shall preside at all meetings of the Delegate Assembly, the Board, and the Executive Committee.

- c) The President shall be an ex-officio member of all committees, except the Nominating Committee, shall conduct such official business as may necessary, by any method of communication determined by the Board, and shall perform such other duties as are incidental to this office, or as may be properly required by the actions of the Delegate Assembly or of the Board.
- d) The powers, duties, authority, and limitations of the position of the President shall devolve temporarily to the President-elect during any absence or disability of the President, or upon the most senior Vice-president if there is no President-elect. The Executive Committee shall resolve any question about the existence or nonexistence of disability on the part of the President.

IV.3. PRESIDENT-ELECT

- a) In the annual election in 1998, and every three years thereafter, one individual, chosen from present or former Board members, shall be elected by the Delegate Assembly as the President-elect for a one-year term.
- b) On the January 1 following the conclusion of his/her term, the President-elect shall assume the office of President.

IV.4. VICE-PRESIDENTS

There shall be three Vice-presidents, one of whom shall be elected annually to replace the most senior Vice-President.

IV.5. SECRETARY

- a) In the annual election in 1998 and every three years thereafter, the Delegate Assembly shall elect a Secretary.
- b) The Secretary, or in his/her absence, a secretary pro tem appointed by the President, shall take attendance at all Executive Committee, Board and Delegate Assembly meetings, report the presence or absence of a quorum at said meetings, cause minutes to be taken at said meetings, see to the timely distribution of same, and ensure the maintenance of all official records.
- c) Not less than 90 days prior to the meeting of the Delegate Assembly, the Secretary of The Association shall cause to be distributed to the President of each chartered branch; the slate of nominees for directors, officers, and nominating committee members to be elected at the Delegate Assembly.
- d) The Secretary shall cause to be received; ballots, coordinate the counting of same, and report the results of all elections and votes of the Delegate Assembly to the membership of The Association.

- e) The Secretary shall ensure that all amendments of the Articles of Incorporation and of the Bylaws of The Association, and other corporate documents are properly recorded and distributed.
- f) The Secretary shall ensure that any new policies enacted by the Board are added to the Policy manual.
- g) The Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

IV.6. TREASURER

- a) In the annual election in 1998 and every three years thereafter, the Delegate Assembly shall elect a Treasurer. The Treasurer is eligible to serve two consecutive terms without a one-year period of ineligibility unless otherwise specified in these Bylaws.
- b) The Treasurer, as chief financial officer, shall serve as chair of the Finance Committee. He/she shall perform such other duties as required by the Board.
- c) The Treasurer and every officer, agent or employee of The Association authorized by the Board to have check-signing privileges or other access to Association funds, shall be suitably bonded at The Association's expense.

IV.7. IMMEDIATE PAST-PRESIDENT

At the conclusion of his/her term, the President shall serve a one-year term as a member of the Board in the position of Immediate Past- president. Thereafter, for a period of one year, the individual shall be ineligible for election to the Board.

IV.8. REPLACEMENTS

- a) In the event of the removal, resignation, or death of the President, the President-elect, shall assume the office of President, finishing the remainder of that term, and then continue with his/her regular three-year term. If there is no President-elect, the most senior Vice-president shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of 15 members of the Board.
- b) In the event of the removal, resignation, or death of the President-elect, the Nominating Committee shall nominate a replacement, subject to election by affirmative votes of 15 members of the Board. The replacement shall serve out the balance of the un-expired term, at which time he/she will assume the office of President.

- c) In the event of the removal, resignation, or death of a Vice-president, the Secretary, or the Treasurer, the President shall nominate a replacement, subject to election by the affirmative votes of 15 members of the Board. Consideration should be given to recommendations from the Nominating Committee. The replacement shall serve out the balance of the un-expired term. If the term is less than a one-half term, the replacement is eligible to be elected to one full term in his/her own right, unless otherwise stated in these Bylaws. If the remainder of the term is longer than a one-half term, the replacement is not eligible to be elected to a further successive term in that same office.

IV.9. DETRIMENTAL ACTIONS

An elected officer may be removed from office by the affirmative votes of 15 members of the Board when the actions of the officer are judged detrimental to The Association.

IV.10. ASSUMPTION OF OFFICE

The Officers, Directors-at-Large, and members of the Nominating Committee shall assume office on the January 1 following their election by the Delegate Assembly.

ARTICLE V BOARD OF DIRECTORS

- V.1. There shall be a Board vested with the authority and responsibility for establishing policy, managing all affairs of The Association, and advancing the interests of The Association in accordance with the Articles of Incorporation and the Bylaws of The Association.
- V.2. The Board shall consist of 15 Directors-at-Large, six Officers, the Branch Council Chair, and, when in effect, the Immediate Past-president and the President-elect. The Executive Director shall be an ex-officio, non-voting member of the Board. All voting members of the Board must be members of The Association.
- V.3. No employee of The Association or one of its branches shall be elected to the Board, or appointed to any of its committees or subcommittees.
- V.4. Annually, the Delegate Assembly shall elect five Directors-at-Large, each for a three-year term, or until their successor is elected. The names of those elected shall be announced at the annual meeting of the Delegate Assembly. Following completion of two full consecutive terms as a Director-at-Large, an individual shall be ineligible for re-election as such for a period of one year. The terms of Directors-at-Large shall commence on the January 1 following their election by the Delegate Assembly.

- V.5. There shall be at least two meetings of the Board per year. In addition, the Board may meet as many times and in such places as it shall deem necessary for the fulfillment of its duties. All members of the Board are expected to attend all meetings. Absence from two consecutive regularly scheduled meetings may be cause for removal from the Board; affirmative votes of 15 members of the Board shall prevail.
- V.6. Special meetings of the Board may be called by the President upon concurrence of a majority of the Board, or upon petition signed by 15 members of the Board. Any member of the Board may submit a petition, which must state the reason for requesting such a meeting.
- V.7. Notification of any meeting of the Board, including the date, time, location, and purpose of said meeting, shall be provided to all Board members not less than 21 calendar days prior to the meeting.
- V.8. Twelve members of the Board, among who must be included, the President or a Vice-president, shall constitute a quorum.
- V.9. A Director may be removed from the Board by the affirmative votes of 15 members of the Board when the actions of the Director are judged to be detrimental to The Association.
- V.10. In the event of the removal, resignation, or death of a Director-at-Large, the President, shall nominate a replacement, subject to election by affirmative votes of 15 members of the Board. Consideration should be given to recommendations from the Nominating Committee. The replacement shall serve out the balance of the un-expired term. If the term is less than a one-half term, the replacement is eligible to be elected to two full terms in his/her own right. If the remainder of the term is longer than a one-half term, the replacement is eligible to be elected to one further successive term.
- V.11. All voting members of the Board shall serve without compensation.
- V.12. Each Board member, present or past, shall be indemnified to the extent of The Association's insurance coverage against liabilities, and reasonable costs and expenses incurred as a result of any suit or proceeding in which he/she may be involved because of such office. Such indemnification shall exclude liability or expense incurred by action known at the time by such person to be unlawful, or arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties of such office.
- V.13. No member of The Association can be elected or re-elected to a Board position after having served ten consecutive years in any combination of positions on the Board. Such member may be eligible for election to the Board after having been off the Board of The Association for a period of one year. In the event that an

individual's term extends beyond the ten-year period, that individual may serve out his/her complete term.

- V.14. Any money raising activity or solicitation of gifts or grants by The Association or any branch shall conform strictly to policies approved by the Board of The Association.
- V.15. All financial records of The Association shall be subject to an annual audit by a certified public accountant selected by the Executive Committee. The auditor's report shall be promptly submitted directly to the Board.
- V.16. Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall distribute assets to the federal, state, or local government for a public purpose. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively for public purposes.

ARTICLE VI EXECUTIVE COMMITTEE

- VI.1. The Executive Committee shall consist, at least, of the President, the three Vice-presidents, the Treasurer, the Secretary, the Chair of Branch Council, and the President-elect and the Immediate Past-President in years when those positions exist, and when appropriate, the Executive Director as an ex-officio non-voting member.
- VI.2. Between Board Meetings, the Executive Committee shall act in lieu of the Board. In such circumstances, any reference to the Board in these Bylaws shall apply to the Executive Committee.
- VI.3. The Executive Committee shall carry out directives of the Board.
- VI.4. The Executive Committee shall review and evaluate the duties, performance and compensation of the Executive Director at least annually. If the Executive Committee determines that the Executive Director shall continue in the employ of The Association, it shall make a recommendation for compensation to the Finance Committee, which shall accept the recommendation for inclusion in the annual budget.
- VI.5. Meetings of the Executive Committee shall be called at the direction of the President.

- VI.6. A quorum of the Executive Committee shall consist of a majority of the members of the committee.

ARTICLE VII COUNCIL OF ADVISORS

- VII.1. There shall be a Council of Advisors composed of Samuel T. Orton Award recipients, recognized scholars in the fields of dyslexia, and individuals eminent in other fields pertinent to the affairs and concerns of The Association.
- VII.2. During any regularly scheduled meeting of the Board, any member of the Board may nominate an individual to the Council of Advisors. A vote to elect that individual to the Council of Advisors shall be held at the next regularly scheduled Board meeting. Upon election, the individual will be contacted by The Association's President to determine his/her willingness to accept election. All recipients of the Samuel T. Orton Award will be automatically nominated to the Council of Advisors at the regular scheduled meeting of the Board following the receipt of their award.
- VII.3. Each member of the Council of Advisors shall have the following privileges:
- a) Honorary membership in The Association;
 - b) Notification of all meetings of the Board, routine receipt of the minutes of such meetings, and freedom to attend and participate without the right to vote; and
 - c) To provide advice at the request of the Board.

ARTICLE VIII EXECUTIVE DIRECTOR

- VIII.1. The Executive Director is hired by the Executive Committee to be the chief executive officer of The Association in charge of its day-to-day administration. The Executive Director acts under the immediate direction of the President and is responsible to the full Board and its Executive Committee.
- VIII.2. The responsibilities of the Executive Director shall be:
- a) To serve on the Board and on all committees, except for the Nominating and Ethical Standards and Practices Committees, as an ex-officio non-voting member;
 - b) To carry out policies approved by the Board and administer all programs of The Association;

- c) To employ, maintain, and ensure the effective operation of an international office staff by the establishment of personnel policies deemed necessary or required by law, and which shall assist in the administration of The Association's programs;
- d) Under the direction of the Treasurer and the Finance Committee, to prepare an annual budget in timely fashion, and to prudently manage the finances of the organization within the constraints of the budget;
- e) To collect, compile, and maintain all records of The Association, and to prepare an annual financial report for dissemination to the membership, which, among other things, indicates significant Association activities;
- f) To take a leadership role in understanding and serving the constituencies of The Association, and assist in the long-range planning for The Association;
- g) To perform such other duties as are common to this position or as properly charged by the Board, or, in an emergency, as he/she deems to be in the best interests of The Association.

ARTICLE IX COMMITTEES

IX.1. COMMITTEES

The standing committees of the Board shall be the Ethical Standards and Practices, the Finance, and the Nominating committees, and any other such standing committees as determined by the Board which are required to conduct the purposes and goals of The Association. The Board may create subcommittees to each standing committee as it deems necessary. Ad hoc committees may be established by the President with the approval of the Board.

IX.2. APPOINTMENT TO COMMITTEES

The chair and members of each committee and subcommittee, unless otherwise specified in these Bylaws or Board policies, shall be appointed by and serve at the pleasure of the President. Each committee chair shall be accountable to the Board as a whole and each subcommittee chair shall be accountable to his/her respective committee chair.

IX.3. BUDGET RESPONSIBILITIES

Annually, and in a timely fashion, each chair, in conjunction with the Executive Director, shall submit a budget request to the Treasurer covering the proposed activities of that committee or subcommittee for the ensuing fiscal year.

IX.4. LIMITATIONS ON EXPENSES

No chair or member of a committee or subcommittee shall, beyond the limits of the approved budget, expend or commit money without prior approval of the Board.

IX.5. THE ETHICAL STANDARDS AND PRACTICES COMMITTEE

This committee shall consist of the Chair of the Branch Development & Relations Subcommittee, the Chair of the Branch Council, and not less than three other members elected by the Board for terms of three years. When it convenes, the committee shall elect its chair from among its members.

In accordance with policies and guidelines established by the Board, the committee shall review claims of action or inaction detrimental to The Association by any member, director, or branch of The Association. Any member of this committee shall disqualify himself/herself from considering any matter in which he/she may have a conflict of interest.

IX.6. THE FINANCE COMMITTEE

This Committee shall consist of the Treasurer as chair, and at least five members. It shall:

- a) Annually review the budget of The Association;
- b) Establish and monitor investment and financial policies; and
- c) Make recommendations to the Board regarding the aforementioned.

IX.7. THE NOMINATING COMMITTEE

- a) Composition of the Committee:

There shall be nine members of The Association in total on the Nominating Committee.

- 1) The Delegate Assembly shall elect six members, two each year. Two members of the committee shall be elected annually for three-year terms or until a successor is elected from an alternating two out of six geographic regions. Said regions shall be determined by majority vote of the Board. The following schedule shall govern elections and terms of office:

- i) In 1998 and every three years thereafter, the Delegate Assembly shall elect one member each from Regions 1 and 3 to the Nominating Committee;

- ii) In 1999 and every three years thereafter, the Delegate Assembly shall elect one member from Regions 2 and 5 to the Nominating Committee;
 - iii) In 1998, the Delegate Assembly shall elect one member from Region 4 to the Nominating Committee for a two-year term. Beginning in the year 2000 and every three years thereafter, the Delegate Assembly shall elect one member from Region 4 to the Nominating Committee;
 - iv) In 1997, the Delegate Assembly shall elect one member from Region 6 to the Nominating Committee for a two-year term. That term shall be extended for one additional year. Beginning in 2000 and every three years thereafter, the Delegate Assembly shall elect one member from Region 6 to the Nominating Committee.
- 2) The President shall nominate and the Board shall elect three members to the Nominating Committee, one each year for a three year term or until a successor is elected.
- i) In 1999, the Board shall elect one member to the Nominating Committee for a 2-year term. In 2001, and every third year thereafter, the Board shall elect one member to the Nominating Committee.
 - ii) In 1999, and every three years thereafter, the Board shall elect one member to the Nominating Committee.
 - iii) In 2000, and every three years thereafter, the Board shall elect one member to the Nominating Committee.
- 3) Annually, the President shall appoint for a one-year term, the Chair of the Nominating Committee from among the current members of that committee who have served at least one year on the Nominating Committee. The chair may be re-appointed until the end of his/her term.
- 4) Each member of the Nominating Committee is limited to one three-year term.
- 5) Each year the presidents of two of the six geographical regions shall meet to select at least two candidates from their respective regions for the Nominating Committee. Not less than 120 days prior to the meeting of the Delegate Assembly, the Secretary of The Association shall receive the slate of Nominating Committee candidates. Said candidates must be members of The Association.
- 6) No employee of The Association or one of its branches shall serve on the Nominating Committee.

- 7) In the event of resignation, death or removal of any member of the Nominating Committee, that individual shall be promptly replaced by the Board from within the membership of the region vacated. Said individuals will serve the remainder of the vacated term and will be ineligible for re-election.

b) Duties of the Committee

The Committee shall:

- 1) Not less than 120 days prior to the meeting of the Delegate Assembly, have submitted to the Secretary of The Association a slate of candidates who are members of The Association, for all vacancies of Officers and Directors-at-Large that the Delegate Assembly is authorized to fill at that time;
- 2) Accept and place on the slate, nominations by petition of all eligible candidates for a particular vacancy. The Nominating Committee must include in the slate of candidates submitted to the Delegate Assembly those nominations as long as they are supported by at least 75 members of The Association, 20 of whom must be from at least two other branches than the branch of the sponsoring member. Each petition must include the signature, typed or legibly written name, address, and branch affiliation of each supporter of the petition.

Attached to said petition shall be all information about the candidate as may be required by the Nominating Committee.

The Secretary of The Association shall cause to be verified that the petition has met all requirements as stated in these Bylaws. Said petitions must be received by The Association's international office not less than 240 days prior to the meeting of the Delegate Assembly. Thus, the two methods by which nominations will be accepted shall be:

- i) nominations by the Nominating Committee, and
 - ii) nominations by valid petition submitted to the Nominating Committee;
- 3) Encourage all members of The Association to suggest candidates; and
 - 4) Serve as a resource for the President for filling vacancies occurring between elections and for suggesting appropriate committee names when requested.

c) Duties of the Committee Chair

The Committee Chair shall:

- 1) Keep current a roster of past and present Board and committee members as well as other members of The Association who might be considered as possible future candidates;
- 2) With the committee, prepare a slate of candidates to the Board of Directors to be elected by the Delegate Assembly; and
- 3) Provide information about the nominated candidates to the Secretary not less than 120 days prior to the meeting of the Delegate Assembly, who shall cause said information to be forwarded to the Branch Presidents not less than 90 days prior to the meeting of the Delegate Assembly.

ARTICLE X DELEGATE ASSEMBLY

- X.1. The membership shall be represented through the meeting of a Delegate Assembly, which shall meet at least once a year.
- X.2. The members of the Delegate Assembly shall consist of The Association's President, Secretary, Executive Director, and validated delegates. A validated delegate is a current member of a chartered branch which he/she represents, has been certified as a delegate by that Branch's Board of Directors in writing to The Association's Secretary, and has registered in person with The Association's Secretary, or designee, at the Delegate Assembly meeting. The voting members of the Delegate Assembly are the Association's President and validated delegates. Such validated delegates shall not be members of the Board of The Association or its Nominating Committee.
- X.3. The President of The Association shall possess one vote. The number of votes allocated to a branch shall be based on the membership of the branch on file at The Association's international office not less than 120 days prior to the Delegate Assembly meeting. Each chartered branch, that is in compliance with current requirements as defined by these Bylaws and the Board, shall be allocated votes according to the following schedule:

Members	Vote	Members	Vote
35-174	1	775 - 1024	5
175 - 349	2	1025 - 1299	6
350 - 549	3	1300 - 1599	7
550 - 774	4	1600 +	8

- X.4. The branches shall file a list of their authorized delegates, one or more, up to the number of votes to be cast, in writing, with The Association's Secretary, which

must be received not less than 30 days prior to the Delegate Assembly meeting. Delegates are permitted to cast the total votes allocated to their respective branch. Branches may not allocate their proxy to any other branch.

- X.5. A branch may certify to the Secretary of The Association that due to extraordinary circumstances, it will not be able to send a representative to the Delegate Assembly meeting. In such case, a branch may cast its votes only for the election of members to the Board and the Nominating Committee by certified mail, to be received not less than ten calendar days prior to the Delegate Assembly meeting. In the event of an emergency, ballots may be received by the Secretary of The Association, not less than 24 hours prior to the start of the Delegate Assembly meeting. The Secretary of The Association shall record such votes into the record.
- X.6. The Delegate Assembly is empowered to:
- a) Adopt Bylaws and amendments as proposed by the Board;
 - b) Elect, by majority vote, the members of The Association's Board and Nominating Committee;
 - c) Vote on membership dues as proposed by the Board;
 - d) Receive The Association President's and Executive Director's annual reports, and reports of standing committees; and
 - e) Act on other items that may appear on the meeting agenda.
- X.7. Assembly Meetings
- a) The Delegate Assembly shall meet during The Association's conference or when otherwise authorized.
 - b) The President of The Association shall preside over the Delegate Assembly.
 - c) A quorum is constituted by a majority of the total allocated votes.
 - d) Items for the agenda must be submitted by the Board of a chartered branch of The Association and received by The Association's international office not less than 120 days prior to the meeting of the Delegate Assembly. The finalized agenda shall be mailed to the president of each recognized branch and chartered branch not less than 90 days prior to the meeting of the Delegate Assembly.

- e) Only The Association's President and validated delegates may participate in making, supporting, and voting on motions or items that are before the Delegate Assembly.
- f) Members and invited guests may attend as observers only.
- g) A special meeting of the Delegate Assembly may be authorized by the Board, either on the recommendation of the President, or upon petition signed by Presidents of two-thirds of chartered branches.
- h) A certified parliamentarian shall be designated by the President of The Association and shall be present at all meetings of the Delegate Assembly to advise on parliamentary procedures.

ARTICLE XI BRANCHES

- XI.1. The establishment, orderly growth, and sustained effectiveness of branches shall be encouraged by members and the Board as a vital means of fulfilling the purposes of The Association.
- XI.2. A chartered branch of The Association is a group of not less than 35 members of The Association in a given geographical area that is recognized and formed to advance the purposes of The Association. The procedures and requirements for creating a branch or maintaining chartered branch status in The Association shall be determined by the Board, and shall be found within The Association's manual of policies and procedures.
- XI.3. The obligations of The Association with respect to each branch shall include, but are not limited to:
 - a) Respecting, in all ways, the territory for which the branch is recognized;
 - b) Forwarding promptly to the branch, the appropriate share of dues paid to The Association by members of such branch; and
 - c) Sending to the President or presiding officer of the branch, promptly, all information and documents as required by The Association's policy.
- XI.4. The determination of the continued recognition and association of a branch within The Association is solely within the purview of The Association's Board.

Any change of said status shall require the affirmative votes of seventeen members of the Board.

- XI.5. A branch may voluntarily relinquish its status within The Association, all rights within The Association, and all rights pertaining thereto. To do so, all members of the branch must be notified by The Association's international office of the proposed action. In the event that at least 75% of the members of that branch so vote, that branch shall then be disassociated.
- XI.6. If a branch is disassociated by a vote of its members or a vote of The Association's Directors, that branch shall immediately cease using in any way, any name, likeness, logo or logotype of The Association, or inferring a relationship to The Association. Further, that branch may not engage in any activity whatsoever that continues to infer a relationship to The Association; including, but not limited to, publicizing or otherwise communicating the past relationship of the branch to The Association.
- XI.7. The Secretary shall cause to be promptly notified, each member of a branch that has been disassociated. Said members shall have the option of affiliation with any other branch, or to continue as a member at large.

ARTICLE XII BRANCH COUNCIL

- XII.1. There shall be a Branch Council, which shall function as an advisory body to The Association's Board. Said council shall consist of one voting representative from each chartered branch of The Association, and the elected officers of that council.
- XII.2. Such voting representatives from each branch shall be either the President, chief elected officer, or designee from the Board of Directors of the branch. In the event that a designee represents a branch, the branch's Board of Directors shall provide written authorization of said status to the Branch Council Chair through The Association's international office. The voting representative of any branch shall not be employed by that Branch.
- XII.3. The Branch Council shall:
- a) Serve as a clearinghouse among branches on all affairs of mutual interest;
 - b) Provide leadership, guidance and assistance in branch concerns;
 - c) Offer observations, suggestions, and advice to the Board of The Association;
 - d) Respond to requests received from The Board of The Association;
 - e) Establish guidelines to govern its own activities, which shall at least provide for the election of a Chair of the Branch Council; and

- f) Take such other action as the Board of The Association deems appropriate for fulfilling the purposes of The Association.

XII.4. The Chair of the Branch Council, during his/her term of office, shall be an ex-officio member of The Association's Board as the recognized representative of the Branch Council, the Executive Committee, the Branch Development and Relations Subcommittee, and the Ethical Standards and Practices Committee.

XIII AMENDMENTS

XIII.1. These Bylaws may be amended or repealed by the following methods:

- a) The proposed amendment may be submitted by any member, in writing, to the Board. If the proposed amendment receives affirmative votes of 15 members of the Board, it shall be placed on the agenda of the Delegate Assembly in accordance with these Bylaws. A two-thirds approval of the votes cast at the Delegate Assembly shall carry the proposed amendment;
- b) The proposed amendment may originate with the Board, in which case the same procedure shall be followed.

ARTICLE XIV PARLIAMENTARY AUTHORITY

XIV.1. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern.

XIV.2. A certified parliamentarian may be designated by the President of The Association to advise upon the propriety of procedure during meetings of The Association's Board. The Branch Council Chair may designate a certified parliamentarian to advise upon the propriety of procedure during meetings of the Branch Council.