

Proposed October 2011

**ARTICLE I.  
NAME**

The name of the association shall be the International Reading Association, hereinafter sometimes referred to as “IRA” or “the Association.”

**ARTICLE II.  
NATURE AND PURPOSE**

**Section 1. Nature.**

The International Reading Association shall be a professional organization of individual members and institutions.

**Section 2. Purposes.**

The mission of the International Reading Association is to promote reading by continually advancing the quality of literacy instruction and research worldwide.

**ARTICLE III.  
MEMBERS**

**Section 1. Eligibility.**

Membership in the Association shall be open to individuals and institutions interested in furthering the purposes of the Association. Membership in the Association shall become effective after payment is processed.

**Section 2. Dues.**

- A. Individual dues shall be set by the Board of Directors.
- B. Institutional rates shall be set by the Board of Directors.

**Section 3. Standing of Members.**

Members in good standing shall be those members whose dues are current.

**Section 4. Voting Rights of Members.**

Each individual member shall be eligible to vote in elections and on other matters specified by the Board or by law. Institutional members shall not have any voting rights. Individual members may be referred in these Bylaws as “voting members” and institutional members may be referred to as “nonvoting members.”

**ARTICLE IV.  
DIVISIONS**

**Section 1. Divisions.**

A division of the Association shall consist of members who share a common interest in a specific aspect of reading or live in a specific linguistic or geographic area. The divisions of the Association may include, but are not limited to, councils, affiliates and special interest councils or groups as designated and defined in policy by the Board of Directors. Divisions must be recognized by the Board of Directors and engage in activities and initiatives consistent with the charitable and educational mission of the Association. A division shall provide information and services to its members in their specified field of interest, organize meetings to further cooperation and information exchange, support and promote the policies and goals of the Association, and provide a means of communication between its members and the Association Board of Directors.

**Section 2. Governance.**

The Board of Directors shall establish policies to govern the creation, operation, and dissolution of Association divisions.

**ARTICLE V.  
BOARD OF DIRECTORS**

**Section 1. Power and Authority.**

The governing body of the International Reading Association shall be the Board of Directors (sometimes referred to as the “Board” or the “at-large Directors”).

The Board shall have full power and authority to manage and direct the business and affairs of the Association in accordance with the Association's Certificate of Incorporation, these Bylaws, and applicable law. IRA Officers and at-large Directors are obligated to recognize and disclose ethical, legal, financial, or other conflicts of interest involving IRA, and remove themselves from a position of decision-making authority with respect to any conflict. The Board shall adopt rules of order to govern its proceedings and the affairs of the Association.

**Section 2. Composition.**

The Board of Directors shall consist of the President, President-elect, and Vice President of the Association (the "Officers") and nine (9) Directors elected by the Association as indicated in these Bylaws. The President shall serve as chairperson of the Board. The Executive Director shall serve as an ex officio, nonvoting member.

**Section 3. Term of Office.**

The at-large Directors of the Board shall be divided into three (3) classes, by year elected, and shall serve a term of three (3) years each, with three (3) new Directors being elected annually. The at-large Directors shall assume office at the close of the final session of the annual convention in the year in which they are elected and serve until the close of the annual convention three (3) years later.

**Section 4. Meetings.**

Meetings of the Board shall be held:

- A. at least one (1) time per year.
- B. at a time and location, within or outside the State of Delaware, as determined by the Board.

Regular meetings of the Board shall be held, with or without notice, as fixed in advance by resolution of the Board.

**Section 5. Special Meetings.**

Special meetings of the Board of Directors shall be held when requested by the President or a majority of the members of the Board. Written notice of each special meeting of the Board stating the time and place, and, if deemed appropriate by the person or persons by whom or at whose request the meeting is being called, the purpose or purposes thereof, shall be given to each member of the Board, in the manner provided in these Bylaws, at least seven (7) days before such meeting.

**Section 6. Board Committees.**

Members of the Board of Directors shall serve on the following standing committees:

- A. The Audit Committee shall comprise the President-elect as chairperson and three (3) members of the Board of Directors (one (1) from each class), and at least one (1) external financial expert appointed by the Board. The President and the Vice President shall serve as ex officio, nonvoting members. The Audit Committee's primary function shall be to assist and advise the Board in fulfilling its oversight responsibilities with respect to (1) the audit of the organization's books and records and (2) the system of internal controls that the organization has established. The full charter of the Audit Committee shall be set forth in the policies and procedures of the Association.
- B. The Budget Committee shall be comprised of a committee of the entire Board, with the President as chairperson, and at least one (1) external financial expert appointed by the Board to act as a nonvoting advisor. The Budget Committee's primary function is to assist and advise the Board in fulfilling its financial oversight responsibilities with respect to one (1) establishing an annual budget, (2) ensuring that the budget reflects Board policies and priorities, and (3) forecasting budgetary needs for multiple years. The full charter of this Committee shall be set forth in the policies and procedures of the Association.

- C. The Investment Committee shall comprise the Vice President as chairperson, three (3) members of the Board of Directors (one (1) from each class), and two (2) investment experts appointed by the Board. The President and President-elect shall serve as ex officio, nonvoting members. The Investment Committee's primary function shall be to assist and advise the Board of Directors in fulfilling its obligation to oversee the investment policies and investments of the Association. The full charter of this Committee shall be set forth in the policies and procedures of the Association.
- D. The Governance Committee shall comprise the chairperson as appointed by the president-elect from the senior Board class and two (2) additional members of the Board (one (1) from the junior and freshman classes), and at least one (1) member of the IRA staff as appointed by the Board. The President, President-elect, and the Vice President shall serve as ex officio, nonvoting members. The Governance Committee's primary functions shall be to annually review the Bylaws, Board Policies, and Association Procedures and make recommendations to enhance the quality and future viability of the International Reading Association Board of Directors. The focus of the committee revolves around five (5) areas: (1) Board roles and responsibilities, (2) Board composition and recruitment, (3) Board Orientation and Education, (4) Board Performance and Effectiveness, and (5) Board Leadership. The full charge of the Governance Committee shall be set forth in the policies and procedures of the Association.
- E. The Evaluation Committee shall comprise the chairperson as appointed by the president-elect from the senior Board class and two (2) additional members of the Board (one (1) from the junior and freshman classes). The President, President-elect, and the Vice President shall serve as ex officio, nonvoting members. The Evaluation Committee shall have responsibility to: (1) check and review the maintenance of an organized and accessible file of Executive Director evaluations, and (2) review and evaluate the performance of the Executive Director annually as per the published Board integrated schedule. The full charge of the Evaluation Committee shall be set forth in the policies and procedures of the Association.

**Section 7. Vacancy on the Board.**

A vacancy occurring in the Board shall be filled for the remainder of the term by a majority vote of the Board of Directors.

**Section 8. Resignation or Termination of a Board Member**

- A. A Director's resignation from the Board of Directors shall be submitted in writing to the President of the Board.
- B. A Director may be removed from office only by the members of the Association, in accordance with Pennsylvania law.

**Section 9. Quorum.**

Seven (7) members of the Board shall constitute a quorum. The affirmative vote of a majority of the members of the Board present at any meeting at which a quorum is present shall be necessary for the passage of any resolution, except as otherwise provided by Pennsylvania law or these Bylaws.

**Section 10. Participation in Meetings by Telephone.**

At any meeting of the Board of Directors, any one (1) or more of the members of the Board may participate by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 11. Action by Unanimous Written Consent.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing or by electronic mail. The written consents and copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of the Board.

**Section 12. Compensation.**

The Board Directors shall not receive any compensation for their services as directors, but the Board may by resolution or policy authorize reimbursement of expenses incurred in the performance of their duties.

**ARTICLE VI.  
OFFICERS**

**Section 1. Elected Officers and Other Officers.**

The elected Officers of the Association shall be a President, a President-elect, and a Vice President. The Association may have such other officers as may be appointed from time to time by the Board of Directors.

**Section 2. Term of Office of Elected Officers.**

- A. The Vice President shall serve for a term of one (1) year.
- B. The Vice President shall then automatically succeed to the Office of President-elect for a term of one (1) year.
- C. The President-elect shall automatically succeed to the Office of President for a term of one (1) year.
- D. Elected Officers shall assume office at the close of the final session of the annual convention and shall serve until the close of the final session of the next convention or until their successors assume office.

**Section 3. Vacancy in Office.**

- A. In the event of a vacancy in the Office of President, the President-elect shall continue his/her present Office and also assume the duties of President. The following year, this person shall become President.
- B. In the event of a vacancy in the Office of President-elect, the Vice President shall continue his/her Office and also assume the duties of the President-elect. The following year, this person shall become President.
- C. In the event that, for any reason, the President-elect is unable to assume the duties of President immediately, the Vice President shall assume the duties of President and the vacancy shall be in the Office of Vice President. The person filling the vacancy shall have the right to seek the elected Office of Vice President at the next election by the members.
- D. In the event of a vacancy in the Office of Vice President, the Board of Directors shall fill the vacancy for the remainder of the term.
- E. At the next regular election the membership shall elect both a President-elect and a Vice President.

**Section 4. Resignation or Termination of an Officer.**

- A. An Officer's resignation from the Board of Directors shall be submitted in writing to the Executive Committee.
- B. An Officer may be removed from office only by the members of the Association, in accordance with Pennsylvania law.

**Section 5. Duties of Officers.**

- A. President. The President shall:
  - 1. act as the chief elected officer of the Association.
  - 2. preside at all meetings of the Association, Board of Directors, and the Executive Committee.
  - 3. exercise general leadership and supervision over the affairs of the Association in implementing its purpose.
  - 4. serve as co-chairperson of the Program Committee.
  - 5. fulfill such additional duties as are defined in these Bylaws or assigned by the Board of Directors.
- B. President-elect. The President-elect shall:
  - 1. serve as co-chairperson of the Program Committee.

2. assume and perform the duties of the President in the event of the absence, incapacity, or resignation of the President.
  3. fulfill such additional duties as are assigned in these Bylaws, by the President, or by the Board of Directors.
- C. Vice President. The Vice President shall fulfill such duties as assigned in these Bylaws, by the President, or by the Board of Directors.

**Section 6. Compensation.**

Officers shall not receive any compensation for their services as Officers, but the Board may by resolution or policy authorize reimbursement of expenses incurred in the performance of their duties.

**ARTICLE VII.  
EXECUTIVE COMMITTEE**

**Section 1. Composition.**

The members of the Executive Committee shall be the President (who shall serve as chairperson), the President-elect, the Vice President, and the Executive Director. The Executive Director shall be an ex-officio, nonvoting member.

**Section 2. Duties.**

- A. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board, but only to the extent provided by Pennsylvania law and only as may be necessary to take action on unanticipated business that requires action between Board meetings and that cannot be resolved through special meetings of the Board of Directors or action by the Board by unanimous written consent. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable. The Executive Committee shall meet at the call of the President or upon the written request of two (2) Officers.
- B. Other duties. The Executive Committee shall:
  1. ensure that the annual budget is prepared.
  2. ensure that the agendas for the Board meetings and the Annual Business meeting are prepared.
  3. review all committee reports.
  4. perform other responsibilities as directed by the President (subject to the limitations of Pennsylvania law and these Bylaws).

**Section 3. Quorum.**

Two (2) Officers shall constitute a quorum.

**ARTICLE VIII.  
NOMINATIONS AND  
ELECTIONS**

**Section 1. Nominating Committee.**

- A. Appointment of Committee.  
The Nominating Committee shall be appointed annually by the President-elect and approved by the Board of Directors from a pool of self- or peer-nominated members, as set forth in this Article.
- B. Membership of Committee.  
The Nominating Committee shall consist of eleven (11) members representing various regions of the United States, one (1) representative from Canada, two (2) representatives from areas outside the United States and Canada, and the immediate past President of the Association, who shall serve as chair.
- C. Eligibility and Composition Requirements for Committee.
  1. Each Nominating Committee member shall be a current individual member of the Association in good standing.
  2. A minimum of five (5) Nominating Committee members shall have served in a leadership role in the Association or in a Division at the provincial, state, national, or international level.
  3. Three (3) of the Nominating Committee members shall have served on the Nominating Committee the previous year.

4. No individual appointed to the Nominating Committee for two (2) consecutive years shall be eligible to serve again until three (3) years have passed.
  5. The Board of Directors shall fill vacancies in the committee.
- D. Duties of the Nominating Committee.
1. Select two (2) nominees for the Office of Vice President.
  2. Select two (2) nominees for each of three (3) at-large Director positions.
  3. Secure consent to serve from all nominees prior to nomination.
  4. Verify credentials and qualifications of all nominees.
  5. Submit a report to the Board of Directors.

**Section 2. Election of Officers and At-large Directors.**

- A. Qualifications of Nominees for the Office of Vice President.
1. Each nominee must be a current member in good standing of the Association and a current member of a local council and of a state or provincial council or international affiliate whenever the nominee resides in an area served by such councils and/or affiliates.
  2. Members not eligible to be nominated for the Office of Vice President shall include:
    - a) a past President of the Association.
    - b) a Director of the Association during the Director's Board term and one (1) year following such term.
    - c) a former candidate for the Association Board or Vice President who has lost an election within the previous three (3) years.
    - d) a full or part-time Association staff person within the past three (3) years.
    - e) a member of the Nominating Committee during such person's term as a committee member and one (1) year following.
    - f) a member of the Association who is currently serving on the board of another professional organization or who is seeking such office during his/her anticipated three-year term as an Officer of the Association.
- B. Qualifications of Nominees for At-large Directors.
1. Each nominee must be a member in good standing of the Association and a current member of a local council and of a state or provincial council or international affiliate whenever the nominee resides in an area served by such councils and/or affiliates.
  2. Members not eligible to be nominated for At-large Directors are:
    - a) a past President of the Association.
    - b) a past at-large Director.
    - c) a former candidate for the Association Board or for Vice President who has lost an election within the previous three (3) years.
    - d) a full or part-time Association staff person within the past three (3) years.
    - e) a member of the Nominating Committee during such person's term as a committee member and one (1) year following.
    - f) a member who is currently serving on the board of another professional organization or who is seeking such office during his/her anticipated Board term.
- C. The Association shall prepare the final slate of candidates and ballots for distribution to all voting members. Voting instructions shall specify the date on which ballots must be returned to be counted. In order to be valid and counted, each ballot must indicate the manner in which the member's vote is to be cast. Ballots may be returned by regular mail, electronic mail, or such other method sufficient to enable the Association to determine the

validity of the ballot. The Association Headquarters shall establish and oversee a secure process that validates the ballots while protecting the identity of the voters, and shall count and record the vote. Candidates shall be elected by plurality of votes cast. A tie vote shall be resolved by a majority vote of the entire Board of Directors. The results shall not become final until the official public announcement of elected candidates is made at the annual convention when the officers and directors are installed.

**ARTICLE IX.  
ADMINISTRATIVE  
OPERATION**

The Board of Directors shall hire an Executive Director to serve as the chief executive officer of the Association. The Executive Director shall hire and oversee personnel, manage, supervise and direct the operations, programs, and activities of the Association at all times within the authority delegated by the Board of Directors and in accordance with Association policies and procedures. The Executive Director shall perform such other duties as the President or the Board may assign.

**ARTICLE X.  
COMMITTEES**

**Section 1. Standing Committees.**

Standing committees perform continuing functions.

- A. Members of standing committees shall be individual members of the Association.
- B. The number of members of each committee shall be determined by resolution of the Board, provided that each committee shall not have fewer than three (3) members.
- C. Chairpersons of standing committees shall be appointed by the President-elect with the approval of the Board.
- D. The President shall serve ex-officio on all committees except the Nominating Committee.
- E. Standing committees shall report to the Board.
- F. The Board of Directors may create additional standing committees from time to time.

**Section 2. Special (Ad Hoc) Committees.**

Ad hoc committees function for a specified period of time.

- A. Special committees of the Association, including joint committees with other organizations, may be authorized from time to time by the Board of Directors.
- B. The number of members of each committee shall be determined by resolution of the Board, provided that each committee shall have no fewer than three (3) members.
- C. Committee members shall be members of the Association, except as specified by resolution of the Board.
- D. Members and chairpersons shall be appointed by the President-elect and approved by the Board.
- E. Each committee shall report to the Board of Directors.

**Section 3. Term for Committee Members.**

Committee chairpersons and committee members may be appointed for up to three (3) years, as specified by resolution of the Board.

**ARTICLE XI.  
ANNUAL BUSINESS  
MEETING OF THE  
MEMBERSHIP**

An annual business meeting open to all Association members in good standing shall be held at the annual convention. The purpose of this annual business meeting is to provide a forum for communication between the Association membership and its elected Board of Directors.

**ARTICLE XII.  
TEACHER ADVISORY  
PANEL**

The Board appoints a Teacher Advisory Panel (TAP) composed of classroom teachers of school-aged students for the purpose of advising the Board on issues related to classroom literacy instruction.

**ARTICLE XIII.  
AMENDMENTS**

**Section 1. Procedure.**

Amendments to these Bylaws shall be made by a two-thirds (2/3) affirmative vote of the entire Board of Directors. Notice of proposed Bylaw amendments shall be sent sixty (60) days in advance to individual members of the Association in order to provide them with an opportunity for comment.

**Section 2. Frequency.**

The Board of Directors may amend the Bylaws only once during any given calendar year.

**ARTICLE XIV.  
COMMITTEE PROCEDURES**

A majority of the members of any committee of the Association shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote of the majority of the members of the committee at a meeting at which a quorum is present. At any meeting of a committee, any one (1) or more of the committee members may participate by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Any action required or permitted to be taken by a committee may be taken without a meeting if all committee members consent thereto in writing or by electronic mail. The written consents and copies of the electronic mail consents to each such action shall be filed with the minutes of the proceedings of such committee.

**ARTICLE XV.  
PARLIAMENTARY  
AUTHORITY**

**Section 1. Rules of Order.**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order that the Association may adopt, and any statutes applicable to this Association.

**Section 2. Parliamentarian.**

A registered or professional registered parliamentarian or equivalent credentialed parliamentarian may be appointed by the President for the regular meetings of the Board, the Annual Business Meeting, and at other times determined by the Board.

**ARTICLE XVI.  
INDEMNIFICATION**

Any Director, Officer, employee, or agent of the Association who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, may be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by law.