

**BYLAWS OF
THE UPPER MIDWEST BRANCH
OF THE INTERNATIONAL DYSLEXIA ASSOCIATION**

ARTICLE I – STATUS and RELATIONSHIP TO THE ASSOCIATION

1. The Upper Midwest Branch of The International Dyslexia Association (hereinafter “The Branch”) is a non-profit corporation organized for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
2. As an affiliate of The International Dyslexia Association (hereinafter “The Association”), the policies, procedures, and actions of The Branch shall be consistent with those of The Association.

ARTICLE II – PURPOSES

1. The purposes of The Branch shall be to promote knowledge of dyslexia and related disorders and of literacy acquisition, as originally espoused by Samuel T. Orton and others, and as enhanced by ongoing theory, research, and application. In particular, The Branch shall:
 - a. Be a non-profit, scientific, and educational organization for the multidisciplinary study and treatment of individuals with dyslexia and related disorders;
 - b. Support the purposes of The Association and abide by its policies and procedures;
 - 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 instruction for all individuals; and
 - f. Promote public awareness and understanding of dyslexia and related disorders, including knowledge of factors important to learning to read and write, through responsible dissemination of research based knowledge.
2. Notwithstanding any other provisions of these Bylaws, The Branch 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, as now enacted or hereafter amended.

ARTICLE III – MEMBERSHIP

1. Membership shall be open to any individual in sympathy with the purposes of The Association without regard to age, sex, creed, color, disability, nationality, religion, ethnic background, or marital status.

2. Members shall be those members of The Association domiciled within the territory served by The Branch. Membership categories are those defined by The Association.
3. The rights and privileges of membership shall be as defined by The Association.
4. The amount of dues for each membership category shall be determined by The Association. Dues shall be paid directly to The Association.
5. 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 – BOARD OF DIRECTORS

1. The Branch shall be governed by a Board of Directors (hereinafter “Board”). The Board shall be vested with the authority and responsibility for establishing policy, managing all affairs of The Branch, and advancing the interests of The Branch.
2. The Board shall consist of between seventeen and twenty elected members of The Branch.
3. Directors shall be elected for a term of three years. Following the completion of two full consecutive terms, a Director shall be ineligible for re-election for a period of one year. The terms of the Directors shall be staggered so that approximately one-third of the terms expire each year.
4. No employee of The Branch or The Association shall be eligible for nomination or election as a Director or Officer or appointment to any of The Branch’s committees.
5. Four meetings of the Board shall be held annually. In addition, the Board may meet as many additional times as it shall deem necessary for the fulfillment of its duties. All Board meetings shall take place at such location as the Board determines.
6. The President shall call special meetings of the Board upon the written request of seven (7) members of the Board.
7. Notice of Board meetings shall be made by giving twenty-four (24) hours oral notice or fourteen (14) days written notice to all directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by mail, facsimile transmission, e-mail, or may be personally delivered to the address maintained for each director in the records of the corporation. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.
8. A majority of the Board shall constitute a quorum.

9. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.
10. A conference among directors or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.
11. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all of the directors must be notified within five (5) days of the content and effective date. Any such written action shall be filed with the minutes of the corporation.
12. A Director may be removed from the Board by the affirmative vote of the lesser of twelve or three-fourths of the members of the Board when the actions of the Director are judged to be detrimental to The Branch or The Association.
13. In the event of a Board vacancy, the President, after considering recommendations of the nominating committee, shall nominate a replacement, who thereafter may be elected by two-thirds of the members of the Board. The replacement shall immediately assume the position and shall serve out the balance of the unexpired 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.
14. All members of the Board shall serve without compensation.
15. Any money raising activity or solicitation of gifts or grants by The Branch shall conform to policies approved by The Association.
16. The Association may appoint a person to serve as an ex officio member of the Board who may be present at and participate in all Board meetings but who shall not vote or be considered a member for purposes of establishing a quorum.

ARTICLE V – OFFICERS

1. OFFICERS:

- a. The Officers of The Branch shall be a President, one or two Vice-presidents as determined by the Board of Directors at its meeting preceding the annual meeting of the members, a Secretary, and a Treasurer. These Officers shall perform the duties prescribed in these Bylaws.
- b. No member of The Branch shall hold more than one office of The Branch.

2. PRESIDENT:

- a. One individual, from among present Board members, shall be elected by the membership as President for a two year term. The President is eligible for a second term. The President may complete any term notwithstanding the completion of two terms as a director. During the completion of such term, the President shall remain on the Board as a director.
- b. The President shall preside at all business meetings of The Branch, the Board, and the Executive Committee. The President shall represent The Branch at all meetings of The Association's Branch Council.
- c. The President shall provide leadership to The Branch; shall be an *ex-officio* member of all committees, except the Nominating Committee; and shall perform such other duties as are incident to this office or as may be properly required of the President by the actions of The Branch or the Board.
- d. At the conclusion of the term of office, the President shall serve as an *ex-officio* member of the Board for one year. Thereafter, for a period of one-year, the individual shall be ineligible for election to the Board. As an *ex-officio* member, the past President shall not have a vote and his/her presence shall not be considered for purposes of establishing a quorum.
- e. During any absence or disability of the President, the powers, duties, authority, and limitations of the position of the President shall devolve to the Vice-president(s). The Executive Committee shall determine the existence of disability on the part of the President.

3. VICE-PRESIDENTS:

- a. One individual, from among present Board members, shall be elected by the membership as a Vice-president for a two-year term and, if the Board has determined that a second Vice-president is necessary, a second individual, from among present or former Board members, shall also be elected by the membership as a Vice-president for a two-year term. Vice-presidents shall be eligible to serve a second term of two years. The Vice-president may complete any term notwithstanding the completion of two terms as a director. During the completion of such term, the Vice-president shall remain on the Board as a director.
- b. The Vice-presidents shall perform such duties as are necessary or assigned by the President or the Board.

4. SECRETARY:

- a. One individual, from among present Board members, shall be elected by the membership as Secretary for a two-year term. The Secretary is eligible for a second term of two years. The Secretary may complete any term notwithstanding the completion of two terms as a director. During the completion of such term, the Secretary shall remain on the Board as a director.
- b. The Secretary, or in his/her absence a Secretary pro tem appointed by the President, shall take attendance and minutes at all meetings of the Board and the Executive Committee, and present minutes to the Board, the Advisory Council, The Association, and the President of The Association. The Secretary shall keep a record of all proceedings of The Branch, including but not limited to Board meeting minutes, committee meeting minutes, and reports to the Board.
- c. The Secretary shall ensure that all amendments to the Articles of Incorporation and the Bylaws, and other corporate documents are properly recorded and distributed.
- d. The Secretary shall ensure that any new policies enacted by the Board are added to The Branch's policy manual.
- e. The Secretary shall cause to be received all ballots, coordinate their counting, and report the results of all Branch elections and votes to the membership of The Branch, to the Board, and to The Association.
- f. The Secretary shall maintain a roster of current Directors and Officers including their current mailing and email addresses and telephone numbers, and shall maintain a current member roster including mailing and email addresses and telephone numbers.
- g. The Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

5. TREASURER:

- a. One individual, from among present Board members, shall be elected by the membership as Treasurer for a two-year term. The Treasurer is eligible for a second term of two years. The Treasurer may complete any term notwithstanding the completion of two terms as a director. During the completion of such term, the Treasurer shall remain on the Board as a director.
- b. The Treasurer shall:
 - 1) receive and deposit in a depository designated by the Board all funds collected by and paid to The Branch;
 - 2) keep available accurate and current accounts of all such receipts and disbursements;
 - 3) render to the President and the Board an account of the financial condition of The Branch at least quarterly, or at the request of the Board;
 - 4) render to the Executive Committee an account of the financial condition of The Branch at least quarterly, or at the request of the Executive Committee;
 - 5) have power to sign checks, and to endorse, for collection only, all check drafts and other negotiable instruments payable to The Branch; and

- 6) act as chairperson of the Budget and Finance Committee.
- c. The Treasurer may appoint a bonded agent, with approval of the Board, to assist in the performance of the Treasurer's duties.

6. REPLACEMENTS:

- a. In the event of vacancy in the office the President, the Vice-president with the shortest remaining tenure shall assume the office of President until the next annual meeting.
- b. In the event of vacancy in the office of a Vice-president, the Secretary, or the Treasurer, the President, after considering recommendations from the Nominating Committee, shall nominate a replacement, who thereafter may be elected by two-thirds of the members of the Board. Upon election, the replacement shall immediately assume office and shall serve out the balance of the unexpired term.

7. DETRIMENTAL ACTIONS:

An Officer may be removed from office by the affirmative votes of the lesser of twelve or three-fourths of the members of the Board when the actions of the Officer are judged detrimental to The Branch.

8. ASSUMPTION OF OFFICE:

The Officers, Directors, and members of the Nominating Committee shall assume office on June 1 following their election at the Annual Meeting.

ARTICLE VI – EXECUTIVE COMMITTEE

- 1. The Executive Committee shall consist of the President, Vice-president(s), Secretary, Treasurer, and with two other directors as appointed by the President with the consent of the majority of the Board.
- 2. The Executive Committee shall:
 - a. act in lieu of the Board between Board meetings;
 - b. carry out directives of the Board;
 - c. determine the duties, responsibilities, and salaries of any employees;
 - d. review any salaries annually prior to formulation of the budget by the Budget and Finance Committee; and
 - e. approve the auditor as recommended by the Budget and Finance Committee.
- 3. Meetings of the Executive Committee shall be called at the discretion of the President.
- 4. A quorum of the Executive Committee shall consist of 4 members.
- 5. The minutes of all meetings of the Executive Committee shall be taken by the Secretary or other Officer designated by the President in the Secretary's absence and shall be sent to all members of the Board and to the Association.

ARTICLE VII – COMMITTEES

1. COMMITTEES:

- a. The standing committees of the Board shall be the Budget and Finance, Membership, Nominating committees, and any other such standing committees as determined by the Board which are required to conduct the purposes and goals of The Branch.
- b. The chairperson and members of each committee, unless otherwise specified by these Bylaws or Board policies, shall be appointed by and serve at the pleasure of the Board.
- c. Annually, and in a timely fashion, each chairperson shall submit a budget request to the Treasurer covering the proposed activities of that committee for the ensuing fiscal year.
- d. No chairperson or member of a committee shall expend or commit money beyond the limits of the approved budget without prior approval of the Board.

2. THE BUDGET AND FINANCE COMMITTEE:

- a. This committee shall consist of the Treasurer who shall be chairperson and at least two other members of The Branch.
- b. This committee shall:
 - 1) Prepare annually for Board approval prior to yearend a budget of estimated revenue and expenses for the ensuing year;
 - 2) Present the books for audit as required;
 - 3) Provide a set of guidelines for the collection, disbursement, and deposit of money;
 - 4) Study and recommend investment and financial policies;
 - 5) Investigate the availability of grants from foundations and other sources;
 - 6) Determine ways in which revenue may be obtained from materials which may be rented or sold to the public; and
 - 7) Make recommendations regarding these duties to the Board.

3. THE MEMBERSHIP COMMITTEE:

- a. This committee shall consist of a chairperson and at least two other members of The Branch.
- b. The committee shall promote growth of The Branch and develop recruitment and retention strategies.

4. THE NOMINATING COMMITTEE:

- a. This committee shall consist of three members who shall serve two year terms. Two individuals shall be elected to the Nominating Committee by the membership and one member shall be nominated by the President and elected by the Board. All efforts will be made to ensure the members of the Nominating Committee are adequately distributed professionally and geographically.

- b. No employee of The Branch or The Association shall serve on the Nominating Committee.
- c. The Committee shall:
 - 1) Encourage all members of The Branch to suggest candidates for vacancies and give full consideration to all such suggestions;
 - 2) Complete a slate of recommended candidates for all vacancies that are to be filled at the Annual Meeting by election by the members of the Branch;
 - 3) Present the proposed slate of candidates to the Board for its approval no later than six weeks before the Annual Meeting at which such elections shall occur;
 - 4) Include in such slate any nominations for a particular vacancy that is supported by a petition bearing the signature of not less than twenty members of The Branch, provided that:
 - a) The petitioning members are adequately distributed geographically,
 - b) The petition candidate(s) if elected is willing to serve the position for the specified term,
 - c) The nomination is submitted in writing at least eight weeks in advance of the Annual Meeting; and
 - d) The petition is accompanied by biographical information of the type required by the Nominating Committee.
 - 5) Ensure that the slate of candidates submitted to the members of The Branch by the Nominating Committee shall provide not less than two candidates for election to the next Nominating Committee, not less than one candidate for each office that is to be filled, and not less than one candidate for each directorship that is to be filled;
 - 6) Ensure that the slate of candidates is sent to the most recent known address of each member of The Branch;
 - 7) Recommend to the President the names of candidates to fill any vacancy of the Board unless otherwise stated in these Bylaws;
 - 8) Keep current a cumulative roster of those who have served and are serving as Directors, Officers, Committee Chairpersons, and members, by which the Nominating Committee may determine eligibility for possible renomination; and
 - 9) Keep current a roster of those members who may be considered as possible future candidates.
- d. In the event of a vacancy on the Nominating Committee such vacancy shall be filled by vote of two-thirds of The Board.

ARTICLE VIII – FINANCES

- 1. The fiscal year shall be from January 1 to December 31.
- 2. The Branch shall receive, hold, and invest funds and make disbursements in payment of lawful indebtedness. Transactions shall be carried out in accordance with and as directed by the Bylaws and as directed or authorized by the Board. Any solicitation of funds shall conform to the guidelines as approved by The Association.

3. 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 compliant with Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Any remaining assets, not so disposed of, shall be disposed of by a court of competent jurisdiction.

ARTICLE IX – MEETING OF MEMBERS

1. An Annual Meeting of the membership shall be held each spring for the purpose of transacting the business of The Branch and electing Directors, Officers, and two Nominating Committee members. Notice of such meetings and ballots shall be mailed to each member at least one month before closing the polls. A member of The Branch may cast his/her ballot in person at the Annual Meeting or by mailed ballot, provided such ballot reaches the Secretary before the polls are declared closed at the conclusion of the elections at the Annual Meeting.
2. Special meetings of The Branch may be called by the President, the Board, or upon the written request of ten members which request is approved by four directors. Notice of such meetings, with a statement of the business for which it is to be called, shall be given at least four weeks in advance.
3. Members present at any meeting of the membership shall constitute a quorum for that meeting.

ARTICLE X – ADVISORY COUNCIL

1. An Advisory Council composed of individuals recognized as scholars in the fields of dyslexia or other fields pertinent to the affairs of The Branch may be established by The Branch.
2. During any regularly scheduled meeting of the Board, any member of the Board may nominate an individual to the Advisory Council. A vote to elect that individual to the Advisory Council shall be held at the next regularly scheduled Board meeting. Upon election, the individual shall be contacted by The Branch's President to determine his/her willingness to accept membership in the Council.
3. Each member of the Advisory Council shall have the following privileges:
 - a. Notification of all meetings of the Board and freedom to attend and participate without the right to vote or to be considered in establishing a quorum; and
 - b. Routine receipt of the minutes of such meetings.
4. Members of the Advisory Council shall be elected for a term of five years. Members of the Advisory Council may be re-elected for as many consecutive terms as the individual and the Board deem agreeable.
5. The Advisory Council shall not exceed twelve members.
6. The Advisory Council shall provide advice at the request of the Board.

ARTICLE XI – INDEMNIFICATION; STANDARD OF CONDUCT

1. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.
2. The corporation shall not enter into contracts or transactions between the corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.
3. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE XII – AMENDMENTS

A proposed amendment to these Bylaws may be submitted by any member in writing to the Board. If the proposed amendment receives the affirmative vote of twelve members of the Board, it shall be submitted for review to The Association. Thereafter, it shall be submitted for approval to The Branch membership either immediately or at the time of the Annual Meeting. Two-thirds vote of the members voting shall be necessary for approval of the amendment.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

1. The rules contained in ROBERT’S RULE OF ORDER, NEWLY REVISED shall govern The Branch in all cases to which the Rules are applicable and are not inconsistent with the Bylaws of The Branch.
2. A member of the Board shall be appointed by the President with the approval of the Directors to the position of Parliamentarian and shall advise upon the propriety of Board procedure as might be necessary.