



NEW YORK STATE READING ASSOCIATION

BYLAWS

NEW YORK STATE READING ASSOCIATION

Affiliated with the International Literacy Association

"Dedicated to the Improvement of Literacy"

MISSION STATEMENT: To promote a literate, democratic society that values lifelong learning for its diverse cultures.

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ARTICLE I: PREAMBLE

The New York State Reading Association shall contribute to the growth and welfare of local reading councils. It shall empower educators, inspire students, encourage leaders, and otherwise support, stimulate and inspire all activities concerned with improving reading/literacy programs and teaching procedures to make literacy accessible for all.

ARTICLE II: PURPOSE

The purposes of the New York State Reading Association shall be:

- I. To promote the local councils by:
 - A. Acting as a coordinating agency for local councils by helping them build stronger programs through the sharing of ideas.
 - B. Acting as a center to promote communication to enable the local councils to exchange ideas and to cooperate with each other for their mutual benefit.
 - C. Promoting and aiding the formation of new local councils as well as encouraging increased membership in existing councils and in the International Literacy Association.
- II. To promote reading/literacy by:
 - A. Encouraging mutual understanding and cooperative work in reading/literacy among educators and agencies at all levels.
 - B. Acting as an intermediate clearing house for information relating to reading/literacy.
 - C. Encouraging pre-service and in-service growth of teachers in the area of reading/literacy.
 - D. Participating in the establishment of standards for reading/literacy instruction.
- III. To serve as a spokesperson for the teaching of reading/literacy by:
 - A. Providing local councils opportunities for involvement in the formation of state-wide policies affecting reading/literacy, including curriculum improvement and certification.
 - B. Serving as a unified voice advocating reading/literacy before governmental and professional bodies.
- IV. To promote and serve the needs and interests of reading/literacy professionals, including, but not limited to those personnel who meet the basic standards of preparation of a reading teacher, reading specialist, or literacy specialist.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Eligibility

Any local reading council in New York State shall be eligible for membership in the Association (NYSRA). Upon receipt of annual dues from a council, the council and all active members of that council shall be members of the New York State Reading Association.

Section 2. Dues

Annual council dues and membership surcharge shall be decided by the Assembly of Delegates. Due consideration shall be given to the financial concerns of local councils.

Section 3. Fiscal Year

The fiscal year of this Association (NYSRA) shall be from July 1 to June 30.

Section 4. Lifetime Membership

Lifetime memberships in the New York State Reading Association shall be granted to NYSRA Presidents upon completion of their terms of office. They shall, therefore, be exempt from paying the NYSRA member surcharge.

ARTICLE IV - OFFICERS

Section 1. Officers

The officers of the New York State Reading Association shall be a President, a President-elect, a Vice President, a Secretary, a Treasurer, and the immediate Past President. Any member of the New York State Reading Association is eligible to election as an officer of the Association (NYSRA). Such candidates shall meet the criteria set forth for these positions.

Section 2. Term of Office

The term of the President-elect shall be one year. The Vice President shall then automatically succeed to the office of President-elect for one year. The President-elect shall then automatically succeed to the office of President for one year. At the expiration of his/her year in office, the President shall become Past President for a period of one year. The Secretary and Treasurer serve one year terms and may be re-elected for up to four consecutive terms.

Section 3. Term of Assuming Office

All officers will assume the duties of their office on July 1.

Section 4. Duties of President

The President shall act as the executive officer of the Association (NYSRA), preside at all meetings of the Association (NYSRA), shall be chairperson of the Board of Directors and Executive Committee, and shall exercise general leadership and supervision over the affairs of the Association (NYSRA) in implementing its purposes.

In the event of an emergency declared by the Board of Directors, a NYSRA check may be signed by both the President and President-elect, followed by a report to the Board of Directors of the action taken. An emergency may be declared by a majority vote of the Board of Directors. This action may be taken as the result of a telephone poll followed by the written confirmation of the agreement to the action. If, however, the Board of Directors desires to conduct an electronic poll, unanimous consent of the Board of Directors would be required to declare an emergency.

Section 5. Duties of Past President

At the expiration of this term of office, the President shall automatically become Past President and shall serve as a member of the Board of Directors and Executive Committee for a period of one year.

Section 6. Duties of President-Elect

The President-elect shall serve as a member of the Board of Directors and Executive Committee and Chairperson of the Program Planning Committee, and as a member of the Conference Planning, Finance, and Nominating Committees. The President-elect shall assume and perform duties of the President in the event of the absence, incapacity, or resignation of the President. Should the office of President become vacant, the President-elect shall become President immediately and shall serve the unexpired portion of the President's term, in addition to the year for which the President-elect was elected. While serving as acting President, the President-elect shall retain chair of the Program Planning Committee.

Section 7. Duties of Vice President

The Vice President shall serve as a member of the Board of Directors and Executive Committee, and as a member of the Program Planning, Conference Planning and Finance Committees. The Vice President shall assume and perform the duties of the President-elect in the event of the absence, incapacity, or resignation of the President-elect. Should the office of President-elect become vacant, the Vice President shall become President-elect immediately and shall serve the unexpired portion of the term of the President-elect, in addition to the year for which the President-elect was elected.

In the event of a vacancy in the office of Vice President, a special election will be held at the next Assembly of Delegates, to fill the position for the remainder of the term.

If the President and President-elect are incapacitated or resign, the Vice President shall serve as acting President for the remainder of the current year and as President for the following year.

Section 8. Duties of Treasurer

The Treasurer shall:

- a. Serve as a member of the Board of Directors and Executive Committee.
- b. Be the financial officer responsible for the fiscal operation of the Association (NYSRA) in accordance with established policy.
- c. Have custody of the funds of the Association (NYSRA) which shall be deposited in the name of New York State Reading Association, Inc.
- d. Be the signer of checks and drafts on behalf of the Association (NYSRA) for the disbursement of funds with the approval of and in accordance with procedures established by the Finance Committee and approved by the Board of Directors.

- e. Prepare a quarterly review of the Association's (NYSRA) financial status and submit such reports to the Board of Directors and Assembly of Delegates.
- f. Provide a bond for an amount fixed by the Board of Directors, the bond to be filed with the President.
- g. Oversee the bonding for other positions as determined by the Board of Directors.
- h. An internal Audit Committee of at least three members appointed by the President shall audit the treasurer's books annually. Members of such Audit Committee shall be "independent directors" as that term is defined in Article 7 of the New York Not-for-Profit Corporation Law. Such audit shall occur at least once annually and shall occur on each transfer of the records from one person to another.

In the event that the Treasurer is unable to complete a term of office, a temporary replacement shall be appointed by the Executive Committee. A special election will be held at the next Assembly of Delegates.

Should a candidate currently serving as Treasurer choose to run for an additional term, he/she will not be required to resubmit an application. The previous year's application will be available to the Nominating Committee on request.

Section 9. Duties of Secretary

The Secretary shall make an official record of all business and happenings at meetings of the Board of Directors and Executive Committee and of the Assembly of Delegates. The Secretary will also be responsible for maintaining NYSRA'S Policies and Procedures Handbook and shall perform any other secretarial duties assigned by the President.

In the event that the Secretary is unable to complete a term of office, a temporary replacement shall be appointed by the Executive Committee. A special election will be held at the next Assembly of Delegates, if a regular election is not scheduled for that meeting.

Individuals may serve as secretary up to four consecutive terms. Should a candidate currently serving as Secretary choose to run for an additional term, he/she will not be required to resubmit an application. The previous year's application will be available to the Nominating Committee on request.

ARTICLE V – REGIONS

Section 1. Establishment

The Board of Directors shall divide the state into regions.

Section 2. Election of Regional Directors

A full voting member of the Board of Directors shall be elected by each region. This Regional Director must be a member of a council in the region, and meet the qualifications for election established and approved by the Board of Directors. The incumbent will announce the election in writing to each Council President in the region and receive nominations and vita for each candidate from each council that wishes to nominate. This information will be sent to each Council President before April 1st and shall be presented to council members in a manner determined by each council.

At a regional meeting held before May 1st, presided over by the incumbent, nominations shall also be received from the floor and an election held. Each Council President or designee will cast one vote, majority carries. In case of a tie, the presiding officer shall cast the determining vote.

Section 3. Term of Regional Directors

Each Regional Director shall be elected for a two-year term and may be re-elected for a second consecutive term. Newly-elected Regional Directors will assume the duties of their position on July 1.

Section 4. Responsibilities of the Regional Director

The Regional Director shall:

- a. Serve as a full voting member of the Board of Directors.
- b. Maintain effective communication between the Region and New York State Reading Association and among the regional councils by:
 1. Securing meeting schedules from the councils.
 2. Developing a regional calendar.
- c. Convene and preside over all regional meetings and elections.
- d. Communicate with these councils following Board of Directors' meetings.
- e. Assist councils experiencing difficulties by:
 1. Personal assistance and advice.
 2. Referrals to NYSRA Council Coordinator.
 3. Consulting with New York State Reading Association officers and Board of Directors.
 4. Serving as liaisons between the Council, New York State Reading Association, and/or Board of Directors and/or NYSRA Council Coordinator when requested.
- f. Refer interest in new council formation to NYSRA Council Coordinator.
- g. If a region wishes to maintain a regional treasury, its monies will be kept and accounted for in the NYSRA budget, in accordance with the policies and procedures of NYSRA, for use only by that region.

Section 5. Regional Meetings

Each year there must be a minimum of one regional meeting. Such meetings shall be open to the officers, Executive Committee, and interested members of each council in the region.

One-half of the member councils must each be represented by each President or designee for business to be conducted. In every issue brought to a vote, each council present is entitled to one vote cast by the President or designee. Any two council presidents may call for a regional meeting to discuss a New York State Reading Association agenda item or a mutual concern. Each council will be notified in writing of such a meeting by the Regional Director and the Regional Director will preside. A secretary may be elected by the region. Minutes of regional meetings will be kept and sent to member councils.

Section 6. Purpose of Regional Meetings

The purpose of the regional meetings shall be to:

- a. Discuss agenda items and minutes of Board of Directors' meetings and Assembly of Delegates' meetings in order to facilitate communication and understanding.
- b. Elect the Regional Directors.
- c. Elect a member of the Association (NYSRA) Nominating Committee.
- d. Discuss concerns pertinent to the region itself.

Section 7. Election of Regional Members of NYSRA Nominating Committee

Each regional member of the Association (NYSRA) Nominating Committee shall be elected by his/her region for a term of one year and may be re-elected for one consecutive term. The Past President (Nominating Committee convener) will notify each Council President and Regional Director of the Nominating Committee time line and the date of the first Nominating Committee meeting.

Each council will have the opportunity to present a council nominee for the Committee at the regional meeting held in time to meet the Committee time line. The Regional Director will preside over this election and the election of the region's representative to the New York State Reading Association Nominating Committee. The incumbent Regional Director may not serve as the region's member of the New York State Reading Association Nominating Committee. Elections will be by ballots cast by each Council President or designee - one vote per council. In case of a tie, the presiding officer casts the determining vote. In the event that the Regional Director is unable to complete a term of office, a replacement shall be appointed by the President, subject to approval of the Board of Directors at the meeting following the appointment.

ARTICLE VI - EXECUTIVE BRANCH

Section 1. Members

The executive functions of the Association (NYSRA) shall be vested in a Board of Directors consisting of the following:

- Elected officers (of Article IV)
- Regional Directors (of Article V)
- NYSRA Council Coordinator (non-voting)
- Five Goal Area Coordinators (non-voting)
- Membership Chair (non-voting)

Section 2. Duties

The Board of Directors shall administer the affairs and property of the Association (NYSRA) and shall take such administrative actions as are necessary and proper to facilitate the purposes of the Association within the powers delegated by its Bylaws:

- a. Recommend policy and procedures.
- b. Approve committee and special appointments made by the President.
- c. Establish the charges for the committees.
- d. Act as a liaison with the International Literacy Association through its NYSRA Council Coordinator.
- e. Serve as a liaison with the Association (NYSRA) committees, receiving and reviewing committee reports and recommendations.
- f. Keep accurate and complete minutes of each meeting, such minutes and agendas to be sent to each Council President in addition to the Board of Directors. The Board of Directors' meeting time line must provide sufficient time for the items to be discussed at the regional meetings.

Nothing in the above section shall be construed to empower the Board of Directors to make policy commitments for the organization.

Section 3. Limitation of Powers

Such powers shall reside solely in the Assembly of Delegates:

- a. In those situations when International Literacy Association, an organization, or a governmental body takes or proposes to take action which is in conflict with the purposes of NYSRA as set forth in the Bylaws, the Board of Directors shall be empowered to take emergency action, if action is required within a time frame that does not allow for special convening of the Assembly of Delegates
- b. Within one week after the President determines that such an emergency exists, the President shall notify the officers and Regional Directors of such issue and the time line involved. The President will request input from the Directors and Officers. The Executive Committee will give final approval to all such action.
- c. If convening a Board of Directors meeting is impossible, the President will inform each Director of the action taken within two weeks of such action.
- d. The Regional Director will inform each Council President of the issue and the action taken.

Section 4. Quorum

A quorum of the Board of Directors shall consist of a majority of current voting members of the Board of Directors.

Section 5. Meetings

Meetings of the Board of Directors shall follow an established procedure:

- a. The Board of Directors shall meet at least three times annually. Additional meetings may be called by the President, or upon the initiative of at least seven voting members of the Board who may request in writing, that the Secretary call a meeting at a place designated by the President.
- b. The Board of Directors and any committee may conduct business by means of conference telephone, video conference or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time and to participate in all matters, including the ability to propose, object to and vote upon a specific action to be taken. Participation by such means shall constitute presence in person at the meeting. Voting during a teleconference or video meeting shall be conducted by alphabetical roll call.
- c. Notice of the time, date, location and agenda of each meeting shall be given personally, by mail, by facsimile telecommunications or by electronic mail, at least five days before regular meetings and at least two days before special meetings. If sent by electronic mail or facsimile, such notice shall be deemed given when directed to the member's electronic mail address or facsimile number as it appears on the record of members, or to such other electronic mail address or facsimile number as filed with the Secretary. Such delivery by electronic mail or facsimile shall not be deemed given if there are two consecutive notices of delivery failure or the association becomes aware that notice cannot be delivered to a member by electronic mail or facsimile. Notice need not be given if a waiver of notice, provided by him or her before or after the meeting, or to any member who attends the meeting without protesting the lack of notice to him or her before or at the beginning of the meeting. Such waiver may be written or electronic. If written, the waiver must be executed by the member signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.
- d. The Board of Directors or any committee thereof may act without a meeting if all members entitled to vote consent to the adoption of a resolution authorizing such

action. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. All resolutions and consents shall be filed with the minutes of the Board of Directors or the committee.

- e. In addition to the meetings specified in subdivision "a" of this section, the Board shall hold an organizational meeting following the last meeting of the Assembly of Delegates for the current fiscal year and prior to August 1.

Section 6. NYSRA Council Coordinator

The NYSRA Council Coordinator shall be appointed for a term of three years renewable for a second term. The President shall recommend a candidate or candidates to the Board of Directors, who will elect the NYSRA Council Coordinator. All candidates must be members of the Association (NYSRA). The duties of the Coordinator shall include attending leadership meetings, conducting leadership workshops, assisting and coordinating management of local councils, assisting in the formation of new councils, and acting as liaison between local councils and the Board of Directors. The Coordinator shall serve as a non-voting member of the Board of Directors.

Section 7. Goal Area Coordinators

There shall be five Goal Area Coordinators:

- Professional Development
- Advocacy
- Partnerships/Collaborations
- Communications/Information
- Organizational Needs/Governance

- a. The Goal Area Coordinators shall oversee each of the committees within their area. Each Goal Area Coordinator shall serve as a non-voting Board member and act as a liaison between the Board and the committees.
- b. The Goal Area Coordinators shall be appointed yearly by the President with the approval of the Board of Directors.

Section 8. Membership Chair

The Membership Chair monitors the membership database for NYSRA and creates a membership report for the board and Assembly meetings. The chair records payment of council fees and insurance from local councils

ARTICLE VII - LEGISLATIVE BRANCH

Section 1. Powers

All legislative powers of the Association (NYSRA) shall be vested in the Assembly of Delegates:

- a. The Assembly of Delegates shall act upon all recommendations of the Board of Directors, standing and temporary committees, and may initiate legislation to effectuate the purpose of the Association (NYSRA)
- b. A resolution is defined as a formal expression of intent, belief, or position of the Association (NYSRA) that is adopted by the Assembly of Delegates to provide the direction for future policy and programs of the Association (NYSRA).

- c. A motion committing the Association (NYSRA) to action or adopting a resolution that formally expresses the view of the Association (NYSRA) may not be voted upon at the meeting in which it is proposed, unless written copies have been disseminated to the delegates at least one week prior to the Assembly of Delegates meeting.
- d. The Assembly of Delegates shall elect all officers as provided in Article VIII of these Bylaws.

Section 2. Composition of the Assembly of Delegates

The Assembly shall consist of the delegates. No member of the Board of Directors of the Association (NYSRA) shall be a voting delegate except for the President who may vote to break a tie, and the non-voting Board Members, if they are duly appointed by their local councils. Delegates shall be apportioned among member councils in good standing in the following manner:

- a. Up to 100 members - 2 delegates
- b. For each additional 100 or major fraction thereof - one additional delegate

Section 3. Quorum

One-half of the member councils must be represented by a delegate for business to be conducted. Only member councils in good standing have voting privileges.

Section 4. Meetings

Meetings of the Assembly of Delegates shall follow an established procedure:

- a. The Assembly of Delegates shall meet at least two times a year at the places designated by the Board of Directors.
- b. Additional meetings may be called by action of the Board of Directors or at the initiative of at least twenty percent of the active member councils which petition the Secretary in writing to call a special meeting within a specified time period.
- c. Members of the Board of Directors and their appointees are expected to attend all meetings of the Assembly of Delegates except that Committee Chairpersons and ad hoc appointees are required to attend these meetings only when requested by the President.

Section 5. Notice of Meetings

The President will provide proper notice of meetings:

- a. The President shall inform all councils, committees, appointees, and special interest groups no later than September 1st, of the meeting dates for the Assembly of Delegates for the coming fiscal year.
- b. The President will distribute a proposed agenda and a follow up notice of each coming meeting of the Assembly of Delegates to councils.
- c. Notice of meetings shall state the place, date and hour of the meeting and, unless it is an annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by first class mail, or by facsimile or by electronic mail, to each member entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with

postage thereon prepaid, directed to the member at his address as it appears on the record of members, or, if the member shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address. If sent by facsimile or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the Secretary. Such delivery by electronic mail or facsimile shall not be deemed given if there are two consecutive notices of delivery failure or the association becomes aware that notice cannot be delivered to a member by electronic mail or facsimile.

d. Notice need not be given if a waiver of notice, provided by him or her before or after the meeting, in person or by proxy, or to any member who attends the meeting without protesting the lack of notice to him or her before or at the beginning of the meeting. Such waiver may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

ARTICLE VIII - ELECTIONS

Section 1. Mode of Election

Elections will follow established procedures:

- a. All officers shall be elected by the Assembly of Delegates at its last meeting before April 1. The slate from the Nominating Committee shall be presented at the meeting prior to the meeting at which elections shall be held. The President shall entertain nominations from the floor for each office at that meeting when the slate is proposed.
- b. In all instances in which there is but one candidate for an office, the Secretary shall be directed to cast a unanimous ballot for that candidate. If there shall be more than one nominee for any office, voting shall be by ballot, and a majority of the votes cast shall be necessary for election. The Nominating Committee Chairperson and one committee member will verify the final election results and report to the Board of Directors.
- c. After the Assembly of Delegates at which elections are held, absentee ballots will be sent to Council Presidents for all not represented at the Assembly of Delegates.

Section 2. Notification

The slate shall be sent to each local council after the Assembly of Delegates at which nominations are presented.

ARTICLE IX – COMMITTEES **Committees of the Board**

Section 1. Executive Committee

The Executive Committee will handle the operational day-to-day affairs of the New York State Reading Association and will prepare agendas for the Board of Directors, and should review standing and special committees. This Committee will not establish policy, as that is the function

of the Assembly of Delegates, nor establish procedures, as that is the role of the Board of Directors. The Committee will be comprised of the President, President-elect, Vice President, Secretary, Treasurer, and immediate Past President.

Section 2. Standing and Special Committees

There shall be such standing committees as specified in this Article (Sections 3-10) and such special committees as provided in the last section of this Article. These committees should be reviewed annually by the Executive Committee and approved by the Board of Directors. All committees shall transmit their recommendations to the Board of Directors and the Assembly of Delegates according to established procedures of the New York State Reading Association.

Section 3. Finance Committee

The Finance Committee shall assist in the preparation of the yearly budget. The Board of Directors shall review the annual budget prepared by the Finance Committee and shall accept and modify it as deemed necessary and advisable. The Budget shall then be presented to the Assembly of Delegates for acceptance or modification at the meeting preceding the beginning of the fiscal year.

The Finance Committee shall be comprised of the President-elect, the Vice President, the Treasurer, and a minimum of 5 people who are members of the Board of Directors. The chairperson shall be appointed by the President and shall not be a voting member of the NYSRA Board of Directors. The Finance Committee shall approve transfers of funds within the budget, shall review vouchers which are in question, and shall be responsible for the periodic reconciling and balancing of income and disbursements, no less than 2 times a year, and preparing and submitting a status report to the Board of Directors and Assembly of Delegates following the reconciliation. The audit committee will be a subset of the finance committee.

Section 4. Editorial Review Committee

The Editorial Review Committee shall review print and media materials which are considered to be NYSRA publications in accordance with the editorial policy and procedures. The committee consists of board members.

Committees of the Corporation
Section 5 Rules/ Resolutions Committee

The Rules/Resolutions Committee shall study the Bylaws of the Association (NYSRA) and shall recommend changes to the Board of Directors when necessary to meet current and projected needs. The Committee shall also be the clearing-house for all resolutions which have been initiated by either a council, a region, a committee, a special interest group, or at least fifteen (15) members of NYSRA. After soliciting feedback from the Board of Directors, the Committee will review each resolution and prepare a written report to the Assembly of Delegates stating pro and con views and recommending that the resolution be either approved, rejected or approved with amendments.

Section 6 Program Planning Committee

The Program Planning Committee shall propose goals for the Association (NYSRA) for the following year and plan a program to meet those goals. The Committee shall consist of the President-elect, the Vice President, and at least three (3) other members who are not members of the Board of Directors and are recommended by the President-elect. The President-elect shall

serve as Chairperson of the Program Planning Committee and shall be responsible for transmitting the Committee's recommendation to the Assembly of Delegates for action at its last meeting of the fiscal year. In developing its recommendations, the Committee shall request input from the Board of Directors, Committee Chairpersons, and Council Presidents, and shall solicit feedback from the Assembly of Delegates during the regular fall meeting.

Section 7 Conference Planning

The Conference Planning Committee shall be responsible for planning the annual conference. The President, President-elect and Vice President shall be members of the Conference Planning Committee for each conference that will occur during their terms as President-elect and President.

Section 8 Governmental Relations Committee

The Governmental Relations Committee shall be directly responsible for preparing and influencing legislation related to the promotion of quality reading instruction within the state. The Committee will formulate specific legislative proposals based upon the perceived needs and concerns of the membership and will monitor legislative issues which impact upon reading instruction and educational personnel. These proposals shall be reviewed with the Board of Directors and the membership and presented annually as a Legislative Packet prepared by the Committee.

The Governmental Relations Committee shall establish and maintain a legislative action network to facilitate sharing of information related to current legislative issues and legislative activities. The Committee shall be responsible for recommending specific services to be provided by NYSRA'S legislative consultant, if this position is filled.

Section 9: Nominating Committee

The Nominating Committee shall prepare a slate of nominees annually. Such slate shall consist of a maximum of 2 nominees for each open position, when possible. Advance consent shall be secured by the Nominating Committee from the candidates. This Committee shall be the immediate Past President, President-elect and a representative elected from each region.

Section 10 Mode of Appointment

The chairpersons and members of the standing committees shall be appointed yearly by the President with the approval of the Board of Directors.

Section 11 Temporary Committees

Temporary or special committees may be authorized from time to time by the President or the Assembly of Delegates. Chairpersons of these committees shall be appointed by the President to serve for the period specified. The procedures in Section 1 of this Article shall apply to these committees.

ARTICLE X - SPECIAL INTEREST GROUPS

Section 1. Formation

A special interest group may be formed by at least 25 members of the New York State Reading Association when its title, statement of purposes and operating procedures have been recommended by the Board of Directors and approved by the Assembly of Delegates.

Section 2. Membership

Membership in the group shall be open to all members of local councils of the New York State Reading Association who wish to support the purposes of the group provided they meet the eligibility criteria of the special interest group as approved by NYSRA Board of Directors.

- a. Applications for membership shall be available through local councils or through the special interest groups, and will be processed by headquarters staff before forwarding to the secretary of the special interest group.
- b. The President, President-elect and Vice President of NYSRA shall be ex-officio members of all special interest groups.

Section 3. Responsibilities

Roles and responsibilities will include:

- a. Special interest groups will be represented on the Board of Directors by a Goal Area Coordinator.
- b. Each special interest group will be entitled to one vote at the Assembly of Delegates.
- a. Delegates.
- c. Each special interest group is entitled to basic support from the New York State Reading Association to include:
 1. Membership support and collection of dues through headquarters at cost.
 2. Mailing through headquarters at cost.
 3. Disbursement of funds in the special interest group's budget through the NYSRA Treasurer.
 4. Meeting privileges at annual NYSRA Conference.
 5. Right to submit resolutions for consideration by the Assembly of Delegates.
- d. As a unit of NYSRA, special interest groups shall conform to the Bylaws of the New York State Reading Association. Any policy statement, program or project that is to be made available to those who are not members of the special interest group must receive prior approval from the Assembly of Delegates as outlined in Article VII. In addition, each special interest group must hold at least one meeting annually, and submit an annual report to the Assembly of Delegates.

Section 4. Officers

The officers of the groups shall include a Chairperson, a Financial Officer and a Secretary who shall be elected annually by mail ballot of all members of the special interest group who have paid their dues by March 1. Ballots shall be mailed to members by April 15 and returned by May 15. Newly elected officers shall assume office no later than July 1. Officers shall be eligible for re-election to a maximum of three years.

Section 5. Duties of Chairperson

The Chairperson shall be responsible for coordinating all activities of the special interest group, conducting an annual meeting of members, recommending proposals for external programs to the Assembly of Delegates for their approval, and submitting an annual written report to the Assembly of Delegates at its last meeting of the fiscal year. This report shall include:

- a. A list of current membership
- b. A summary of election results.
- c. A summary of the past year's activities.

- d. An outline of plans for next year's program.
- e. A financial statement including dues for the following year.

Section 6. Duties of Financial Officer

The Financial Officer of the special interest group shall be responsible for maintaining accurate records of the group's income and expenses, submitting all vouchers to the New York State Reading Association's Treasurer for payment, and preparing an annual budget.

Section 7. Duties of Secretary

The Secretary shall be responsible for maintaining membership records, keeping an official record of all business and happenings at meetings, and performing other secretarial duties assigned by the Chairperson.

Section 8. Dissolution

A special interest group may be dissolved at its own request or by action of the Assembly of Delegates if its membership falls below 25 members, or if it fails to submit an annual report or hold an annual meeting. All monies in its treasury shall revert to the New York State Reading Association's general fund.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern the proceedings of the New York State Reading Association, except in such cases as are governed by the Bylaws adopted by the Association (NYSRA).

ARTICLE XII - DEFINITIONS

The words, the Association, shall refer to the New York State Reading Association.

ARTICLE XIII - DISSOLUTION

In case of the dissolution of this Association (NYSRA), any assets remaining after the payment of debts or provision therefore will be distributed to the International Literacy Association, or if the International Literacy Association is no longer in existence at the time of dissolution, to an organization tax-exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or any similar tax law that may be subsequently enacted, with purposes substantially similar to the Association's purposes.

ARTICLE XIV – RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers, is perceived to confer, or has the potential to confer a direct, substantial financial benefit to any director or officer of the Board of Directors, key person, or for-profit business or nonprofit

organization from which such a director or such director's family member has an ownership interest, derives an income, or has authority in governance.

A. Definitions

1. Affiliate

Any entity controlled by or in control of NYSRA.

2. Director

a. Any member of the Board of Directors.

3. Key Person

Any person, other than a Director or officer, whether or not an employee, who:

- a. Has responsibilities, or exercises powers or influence over the affairs of the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and officers, or
- b. Manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation, or
- c. Alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

4. Officer

Any individual holding an office of NYSRA.

5. Relative

A "relative" of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

6. Related Party

A "related party" means (i) any director, officer or key person of the Corporation, or any affiliate; (ii) any relative of any director, officer or key person of the Corporation, or any affiliate; or (iii) any entity in which any individual described in clauses (1) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

7. Related Party Transaction

A "related party transaction" means any transaction, agreement or other arrangement in which a related party has a financial interest and in which NYSRA, or any affiliate, is a participant. The assessment of, and any determination concerning, any related party transaction, must be considered in strict compliance with the adopted policies and procedures of NYSRA.

B. Disclosures

1. General Disclosure

Prior to initial election, or upon hiring, as appropriate, and annually thereafter, each director, officer and key person shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the such person's knowledge, any entity of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which NYSRA has a relationship, and any transaction in which NYSRA is a participant, and in which the such person might have a conflicting interest, as well as those where a "relative" of such person might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the Chair and a copy of each disclosure statement shall be available to all directors.

2. Case Specific Disclosure

If at any time during his or her term of service, a director, officer or key person acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential related party transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith the material facts concerning such interest, to the entire Board of Directors.

C. Review of Conflicts

The Board of Directors shall thoroughly review any real or potential related party transaction, or matter which might be considered to constitute a conflict of interest for a particular "related party," and consider whether or not it should be approved in accordance with this Section 9.

D. Authorization of Related Party Transactions

1. Related Party Transactions

NYSRA shall not enter into any related party transaction, or any other conflicted matter, unless such a transaction or matter is determined by the Board of Directors to be "fair, reasonable and in the Corporation's best interest" at the time of such determination.

2. Authorization of Transactions Concerning Substantial Financial Interest

With respect to any related party transaction or other conflicted matter, in which a related party has a substantial financial interest, the Board of Directors shall:

- a. Prior to entering into such transaction or matter, consider alternative transactions to the extent practical;
- b. Approve the transaction by not less than a majority vote of the directors present at the meeting duly convened; and
- c. Contemporaneously document the basis for approval by the Board of Directors, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized that identifies the details of the transaction or matter; alternate transactions considered; materials or other information reviewed; the directors present; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

3. Restrictions

With respect to any related party transaction, or any other conflicted matter considered by the Board of Directors, no related party shall:

- a. Be present at, or participate in, any deliberations;
- b. Attempt to influence deliberations; and/or

- c. Cast a vote on the matter.

Nothing herein shall prohibit the Board of Directors from requesting that a related party present information concerning a related party transaction, or any other conflicted matter, at an Board of Directors meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE XIII – INDEMNIFICATION AND INSURANCE

Section 1: Indemnification

NYSRA may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures of the New York Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, committee member, employee or agent of NYSRA, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. Notwithstanding anything to the contrary in this Article, NYSRA shall not provide any indemnification for any liability or expense of any such person if providing such indemnification would constitute "self-dealing" under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated there under, as such law or regulations may be amended from time to time, or if such person had not acted in good faith for a purpose which he or she reasonably believed would be in the best interest of NYSRA.

Section 2: Insurance

NYSRA may purchase Directors and Officers liability insurance. To the extent permitted by law, such insurance, if purchased, shall insure NYSRA for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the directors, officers, employees or volunteers of NYSRA for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by NYSRA.

ARTICLE XIV - AMENDMENTS

Section 1. Origin

Amendments to the Bylaws shall be proposed by:

- a. The Board of Directors
- b. The Rules/Resolution Committee
- c. The Assembly
- d. Petition from any member council or councils.

Section 2. Procedure for Amending

Amendments may be adopted by the affirmative vote of two-thirds of the voting members present at a meeting of the Assembly of Delegates provided that the proposed amendment has been circulated to member councils at least four weeks in advance of the meeting of the Assembly of Delegates.

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

Section 3. Previous Revisions:

June	1966
April	1970
March	1972
May	1974
June	1978
June	1979
June	1980
June	1981
March	1982
June	1982
June	1983
March	1985
September	1986
June	1987
June	1989
March	1991
June	1991
June	1992
June	1994
September	1995
June	1996
June	1999
March	2000
March	2001
September	2002
November	2005

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