

WCRLA TELEPHONE CONFERENCE CALL

March 14, 1984

Board Members Present: Karen Smith, President; Carole Bogue, President-Elect; Suzanne McKewon, Secretary; Carrie Walker, Treasurer; (Dick Lyman, Past President, was out of town).

The meeting was called to order at 2:00 p.m. PST.

- I. Karen opened the meeting by reviewing the Election Process Task Force's request for a vote on their proposed By-laws Amendment (Attach. A). The Task Force will present a position paper at the conference during the Thursday General Session.

(M) Bogue:

- (S) Walker: To accept the recommendations of the Election Process Task Force as amended to allow a change to a floor vote at the conference in case no quorum was reached by mail ballots.

PASSED

- (M) McKewon: To ~~r~~ecommend the Task Force and Betty Levinson, the chair, on an outstanding job of identifying the areas of needed change in the elections procedure.

(S) Bogue:

Passed

II. Long and Outstanding Service Award

- A. Karen informed the board that the Scholarship and Awards Committee chair told her that there was no one nominated for the Long and Outstanding Award. She further reported that the process for nominating has been drastically simplified, but as yet there is no way to verify service to the organization.
- B. Karen reported that she has developed a data bank of service by members in the past year and is in the process of compiling this information and putting it on an Apple Personal Computer. She suggested that the committee set aside the guidelines for the award until the compiling of documentation has been completed.

(M) Walker: To amend the guidelines for awarding the Long and Outstanding Service Award to allow the board to decide on a recipient in the event that no nominations come to the committee from the membership.

(S) Bogue:

PASSED

(M) Walker:

(S) McKewon: Gene Kerstiens be awarded the Long and Outstanding Service Award.

PASSED

### III. Treasurer's Report

A. Carrie reported that Mike McHargue and Pat Benner had completed their audit of the books and that they had some questions about accounts receivable amounts. Both she and Karen felt sure that all outstanding amounts would be received by the conference.

### IV. Past Treasurer's Accounts and Bond

A. Karen reported that the bank records from the previous Treasurer have not yet been received.

B. Suzanne read a letter from the insurance agent she had contacted regarding the Treasurer's bond (Attach. B). She instructed the board to disregard her memo of February 9, 1984 (Attach. C) and was charged with looking into other possibilities for bonding: including all board members or using a different insurance company. She is to get back to the board with the results of her investigation.

### V. WCRLA Banner

Karen reported that the banner has arrived which was donated by Alan Frankel. He wrote that he will not be able to be present at the conference and asked that she present it in his name. The unfurling will be at the Thursday General Session. Alan will be awarded a Presidential Certificate for his generosity.

## VI. Scholarship Fund

The board was asked to consider whether or not another \$500 should be placed in the scholarship fund so that 2 awards would be given next year (there was no applicant this year) or whether we would hold the present amount until next year and award only one at that time.

## VII. Parliamentarian and By-laws Committee Chair Resignation

Karen announced that Kate O'dell must resign from all duties except membership due to her involvement in the student personnel field. She suggested a replacement for Carole to consider when replacing her.

## VIII. Conference

- A. Carole reported that the programs look very good.
- B. Chuck Hunter, Conference Manager, had recently assured her that everything was going well.
- C. State Director's Luncheon and Workshop needed some attention by the Coordinator for State Directors. Karen asked if we had any suggestions for agenda for the workshop. Suzanne recommended reviewing goals and accomplishment of the past year by each state director; Karen indicated she would like to see some attention given to political action committee work and networking. Other suggestions were offered, including choosing the menu for the luncheon locally.
- D. Carole reported that committee person Shirley Sloan secured insurance coverage for the A-V equipment and loaned computer, which will be paid for by conference funds. The premium is \$140.
- E. Registrations have been low but it was noted that the deadline this year of March 1 is very early. All were hopeful and confident that registrations would be great and forthcoming.

## IX. WCRLA Representation at IRA

Karen requested funding to attend, present and represent WCRLA at the National IRA Conference in Atlanta, GA. Carole pointed out that she had not used much of her appropriated travel budget. After it was determined to be feasible, the board voted.

(M) McKewon:

(S) Bogue: To fund reasonable travel and accommodation expenses for Karen Smith, WCRLA President, to attend the Annual IRA Conference in Atlanta, GA.

PASSED

The meeting was adjourned at 3:16 p.m. PST.

SMK/bi



**Western  
College  
Reading &  
Learning  
Association**

**READING • LEARNING ASSISTANCE • DEVELOPMENTAL EDUCATION • TUTORIAL SERVICES**

March 2, 1984

Karen Smith  
Carol Bogue  
Suzanne McKewon  
Carolyn Walker  
Dick Lyman

The final report of the ad hoc Election Process Task Force is enclosed. It contains our review of current WCRLA policies and procedures, a summary of the processes adopted by other similar organizations, and our recommendation that WCRLA change to an election-by-mail process. We took the liberty of suggesting new language for the By-laws which govern elections should you and the membership support our recommendations.

We did not have unanimous agreement on two recommendations included in this report. I will present the issues here and leave them to you to resolve, along with any others that emerge when the full Board addresses our report.

Issue 1: The Composition of the Election Committee

We have gone back and forth trying to balance knowledge and experience with freshness and vitality. We agreed that at least one other Past-president in addition to the Chairperson should serve on the committee, but then we got stuck.

Arguments for appointing three Past-presidents and two State Directors include overall knowledge of the requirements for each office, a greater awareness of the strengths of individual members, a less parochial view, and a commitment to maintaining a strong and healthy Association. Should one of the State Directors be considered for candidacy, the person could resign - and be replaced in kind.

Arguments for appointing one Past-president and no State Directors include a better balance on the Committee, greater flexibility in making appointments, need for ethnic minority appointments, avoid "inbreeding", less difficult for a State Director to become a candidate.

Issue 2: Time line for appointing Election Committee Chairperson

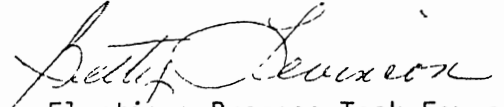
Appointing the Chair in January means that the person has to get in gear immediately rather than having time to dawdle and delay. There isn't much to be done before the conference anyhow, and the Chair won't feel like a lame duck.

Appointing the Chair in October allows the incoming rather than the outgoing Chair to write an article for the Newsletter requesting suggestions for candidates and to contact prospective committee members.

If you approve of changing our elections process, we urge you to bring it before the membership at this conference for immediate implementation. Could the Parliamentarian rule on what constitutes a "notice calling the meeting" specified in By-laws Article XII, 2? Do we have to prepare a mailing or can we distribute the information with the registration materials? We have not spent the \$100.00 allocated to this Task Force, and we will be happy to contribute our funds for printing and mailing.

Let us know what you decide.

Sincerely,

A handwritten signature in cursive script, appearing to read "Betty Levinson".

Elections Process Task Force  
Betty Levinson, Chairperson  
Pat Heard  
Irwin Joffe

cc: Pat Heard  
Irwin Joffe



**Western  
College  
Reading &  
Learning  
Association**

## **BY-LAWS 1983**

# WCRLA BY-LAWS 1983

## ARTICLE I — NAME

The name of the Association shall be Western College Reading and Learning Association.

## ARTICLE II — MEMBERSHIP

1. Members of the Association shall be of one class, and each member shall have the same rights, duties, and privileges and responsibilities as every other member. Each member of the Association shall be qualified to originate and take part in any subject that may properly come before any meeting of the corporation, to vote on each such subject, and to hold office in the Association to which he may be elected or appointed.
2. Subject to all the provisions of these Bylaws, any individual who has interest in college reading and learning skills programs is eligible for membership. Applications for membership shall be in writing, in a form prescribed by the Board of Directors. The amount of dues to be paid by the members of the Association, and the time of payment thereof, shall be determined from time to time by the Board of Directors. No person shall become a member of the Association until the full amount of dues shall have been paid.
3. Memberships may be renewed from year to year without submitting any application therefor, by payment of the annual dues. Any member who has not paid his annual dues within sixty days after the date they have become payable, shall be deemed to have abandoned membership in the Association.

## ARTICLE III — MEETINGS

1. The annual meeting of the membership of the Association shall be held in March or April of each year at a time and location specified by the Board of Directors. Other regular meetings of the membership may be held at such regular intervals as may be prescribed from time to time by the Board of Directors, or by the membership at any annual meeting. Notice of the annual meeting, and of all the other meetings established by the Board of Directors, shall be sent to all members of the Association at least one month prior to the meeting.
2. Special meetings of the Association may be called by the president and shall be called by the president at the written request of any fifty members of the Association.
3. State directors will be encouraged to call an annual state or regional meeting.
4. All members of the Association may have the right to attend all membership meetings, annual, regular, or special. They may attend other than general meetings as non-voting observers only.
5. All annual, regular or special meetings of the Association must be held within the western geographical region established by the Association.
6. No reimbursements will be made to any committee member without prior approval by the Board of Directors.

## ARTICLE IV— BOARD OF DIRECTORS

1. The affairs of the Association shall be conducted by the Board of Directors, consisting of five directors. The five directors shall be the president, the immediate past-president, the president-elect, the secretary, and the treasurer. The term of each director shall correspond with his term in the office which qualifies him to serve as director. Whenever any director ceases to be a member of the Association, or ceases to hold the office which qualifies him as director, there shall be created a vacancy as a director. Vacancies in the office of secretary and treasurer shall be filled by appointment by the president. If a vacancy occurs in the office of the president-elect, an acting program chairperson will be appointed by the president with the approval of the Board of Directors. In this event an election for the office of president and president-elect shall be held at the annual spring conference.
2. The administrative powers of the Association shall be vested in the Board of Directors, who shall have charge, control, and management of the property, affairs and funds of the Association and which shall have the power and authority on behalf of the Association to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these Bylaws or any provision of law.



3. The title of all property of the Association shall be vested in the Association, and the signatures of the president and the secretary, when authorized at any meeting of the Board of Directors, shall constitute proper authority for the purchase or sale of property or for the investment or other disposal of funds which are subject to the control of the corporation.
4. Meetings of the Board of Directors shall be regular and special. A regular meeting shall be held not less often than twice each year, at a time and place designated by the Board. Special meetings may be called by the president and shall be called at the request of any three directors. Sufficient notice of any special meeting shall be given to each director at least five days before the date of any such special meeting. Notification of meeting shall be confirmed by the president in writing to all directors. The notice shall state the business for the transaction of which the special meeting has been called and at such meeting no business other than that in the notice shall be transacted.
5. Three members shall constitute a quorum of the Board of Directors.

## ARTICLE V – OFFICERS

1. The officers of the Association shall be a President, a President-elect, a Past President, a Secretary and a Treasurer. The President-elect shall be elected for a one year term at each annual meeting of the membership of the Association. The President-elect shall become the President of the Association at the next annual meeting of the membership of the Association following his/her election as President-elect, and shall serve a term of one year as President. The President shall, at the expiration of his/her term as President, serve an additional term of one year as immediate past president. The Secretary's and the Treasurer's terms of office shall be for two years with each office to be elected at alternating annual meetings of the Association.
2. The five officers of the Association shall constitute its Board of Directors and shall act in an advisory capacity to the president.
3. The president shall act as chairperson and presiding officer of the Board of Directors and shall act as presiding officer at every meeting of the membership of the Association. In addition, the president shall:
  - a. Appoint chairpersons of standing and special committees.
  - b. Appoint a parliamentarian
  - c. Approve personnel of committees
  - d. Call special meetings of the Board of Directors.
  - e. Appoint state directors and director(s)-at-large within thirty (30) days prior to the annual meeting.
4. The president-elect shall act as presiding officer in the absence of the president, and shall act as chairperson of the program committee
5. The immediate past president shall act as presiding officer in the absence of the president and president-elect, and shall act in a general capacity as advisor to the president upon the affairs of the Association.
6. The secretary shall be the official custodian of all documents belonging to the corporation, shall record the proceedings of all general and special meetings of the membership and of the Board of Directors, and shall carry out the general secretarial duties of the Association. He/she shall act as presiding officer in the absence of the President, President-elect, and Immediate Past-President.
7. The treasurer shall receive and record the receipts of all dues and other income of the Association. He/she shall make a financial report at each general and special meeting of the membership and of the Board of Directors and shall write and sign all checks for all authorized expenditures. At the end of each fiscal year, there shall be a review of the financial records by a committee of three members to be appointed by the president.
8. Each state director shall serve a term of one conference year. The past president shall fill any vacancies for the remainder of that conference year. The state director shall serve as the membership chairperson for his/her state. Each state director shall submit an annual report of the activities of the Association within his/her state to the Board of Directors not later than February 1 of each year.

## ARTICLE VI – FISCAL YEAR

The fiscal year shall be determined by the Board of Directors.

## ARTICLE VII – PARLIAMENTARY PROCEDURE

1. The rules contained in Roberts Rules of Order, Revised, shall govern all meetings of the Association in all cases where they are applicable, unless any such rule shall be inconsistent with the Articles of Incorporation or these By-Laws.

2. In all meetings any member may demand a roll call vote except for those procedures which provide for a mail ballot and except for the election of officers. A choice of method of voting shall be made at the discretion of the Board of Directors.
3. Not later than thirteen (13) months prior to the election of officers, the president shall appoint a nomination committee chairperson selected from the available past presidents. The chairperson shall appoint a nominating committee consisting of four (4) other members to be approved by the president to proceed as follows:
  - a. The nominating committee shall confer in face-to-face meeting and select from the membership at least two (2) members for each of the offices of president-elect, and secretary or treasurer.
  - b. The committee shall make available to each nominee and his/her institution the duties and responsibilities of the office. The candidate for office must give his/her written consent to run for that office so nominated.
  - c. The nominating committee shall submit to the Board of Directors the names of at least two (2) members for each of the offices of president-elect, and secretary, or treasurer six months prior to the annual conference.
  - d. Information about all candidates will be submitted to the membership three months prior to the annual conference and provisions for absentee voting will be publicized concurrently.
  - e. The nominating committee chairperson will issue absentee ballots upon written request by members.
  - f. Absentee ballots must have been received no later than fifteen (15) days prior to the annual conference. An absentee ballot is a ballot from a member who is absent from the conference.
  - g. All officers except the president and immediate past president shall be elected at the annual meeting of the membership.
  - h. After the report of the nominating committee, the president shall give an opportunity to propose nominations from the floor for each elective office.
  - i. Voting shall be by secret ballot. A majority of the votes cast shall be necessary for election.
  - j. Ballots shall be sealed immediately following the count and be available for verification as requested in writing for thirty (30) days from the day of the election.
4. If a quorum as defined by Article VIII of the By-laws is not present at the scheduled general business meetings, business requiring voting — including the election of officers — shall be concluded by mail ballot sent to the general membership.

## ARTICLE VIII — QUORUM

A quorum for any regular or special membership meeting shall be at least ten percent (10%) of the membership of the Association as of December 31st prior to the annual conference.

## ARTICLE IX — AFFILIATIONS

The Association may affiliate with other teacher and allied organizations by a majority vote of the membership. Affiliations may be revoked in the same manner.

## ARTICLE X — INITIATIVE, REFERENDUM, AND RECALL

Any officer of the Association may be recalled, any proposed action on behalf of the Association may be initiated or any previous action taken by the Board of Directors on behalf of the Association may be referred by means of a properly worded petition setting forth the action requested. The petition must be signed by one-sixth (1/6) of the members of the Association. Any action or initiative, referendum, or recall shall require a noticed motion and a majority vote of the membership or two-thirds (2/3) vote of those members present at any annual meeting of the Association.

## ARTICLE XI — DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine.

## ARTICLE XII — AMENDMENTS

1. These By-laws may be amended at any regular or special meeting of the membership of the Association only if the proposed amendments shall have been included in the notice calling the meeting.
2. No amendment may be adopted unless it is approved by a two-thirds (2/3) majority of the votes cast