

**COLLEGE READING AND LEARNING ASSOCIATION**

**BOARD MEETING  
DATE: May 21, 2004  
LOCATION: Conference Call  
MINUTES**

**MEMBERS PRESENT: Kate Sandberg, President; Russ Hodges, President-Elect; Frieda Campbell-Peltier, Secretary; Rexanne Bruno, Treasurer; Karen Agee, Executive Assistant; Vicki Papineau, Membership Coordinator**

**GUESTS PRESENT: Ann Wolf, Incoming Treasurer; Rosalind Lee, Site Selection Coordinator**

The meeting was called to order by President Kate Sandberg at 11:03AM (Alaska). Kate took a few minutes to welcome Ann to the Board.

1. **APPROVAL OF AGENDA:** There were no changes or additions to the agenda.

**MOTION: That the agenda be approved as written. Rexanne/Russ. MOTION PASSED.**

2. **APPROVAL OF MINUTES:** Minor corrections were made to the April 2, 2004 minutes.

**MOTION: That the minutes for April 2, 2004 be approved as corrected. Rexanne/Frieda. MOTION PASSED.**

3. **TREASURER'S REPORT:** Rexanne submitted the End of Month Report for April via email to the Board members. A copy of the report is included with these minutes as Attachment A.

**MOTION: That the Treasurer's report be accepted as presented. Frieda/Russ. MOTION PASSED.**

4. **SIGs and STATE/REGION/CHAPTER REPORT:** In Laura's absence, Board members reported on various activities related to SIGs and State/Region/Chapters. Frieda reported on the NWCRLA-WADE conference that was held May 6-7. She noted that it was held in conjunction with the Pacific Northwest Higher Education Assessment Conference in an effort to understand, promote and support connections between developmental education and higher education assessment.

Russ reported that he attended and was the keynote speaker at the Heartland Chapter conference that was held April 8-9. He noted that it was a great conference.

Rexanne mentioned that the Ohio River Valley Region continues to request a check to pay bills. She cannot pay any bills until she receives information from Laura regarding which accounts to charge. Kate suggested that Rexanne go ahead and take care of the bills that need to be paid. Rexanne will check with Laura when she sees her next week. Kate will notify Laura and determine the status of other SIG/State/Region/Chapter business.

Karen expressed chagrin that Laura did not have the display board or materials at the NTA conference in mid-April. She will work harder to ensure that boards are forwarded more quickly next year.

Kate mentioned that she was impressed by the amount of time and effort that goes into preparing and putting on conferences. She noted that she hopes to help other states and regions with planning and putting on conferences in the future.

5. **2004 CONFERENCE REPORT:** Russ submitted a written Conference Report via email to the Board members. A copy of the report is included with these minutes as Attachment B.

Russ asked the Board to review the "Conference-At-A-Glance" program that would be included in the conference book. The Board agreed that Russ had done a wonderful job on the "Conference-At-A-Glance." The Board encouraged Russ and the Program Committee to be creative in their approach to the layout of the conference book. The Board agreed that the "Conference-At-A-Glance" insert was acceptable and gave Russ permission to move forward with minor changes and corrections.

<p><b>MOTION: That the "Conference-At-A-Glance" insert be approved as corrected. Russ/Rexanne. MOTION PASSED.</b></p>
---

Continuing his report, Russ mentioned that food costs will be more expensive for this conference. However, Linda Nelson, Leta Tyhurst and Russ are working very hard to keep the costs down. Russ will continue to work with the Program Committee to iron out other details regarding the Cyber Café, meeting rooms, and other conference issues. Karen and Kate will provide him with a current list of SIGs.

Letters will be sent within the next week to all accepted session presenters. Russ will have the Call to Conference up on the web by July 1, 2004.

The Board thanked Russ for the excellent job he and his committee have done so far on the 2004 conference.

6. **MEMBERSHIP REPORT:** Vicki submitted a written Membership Report via email to the Board members. A copy of the report is included with these minutes as Attachment C. She reported that there is an increase in membership over last year.

Vicki will ask Nancy Kosmicke to send CRLA materials to the Kellogg Institute to be included in their tote bags. Display boards will not be sent.

Vicki and Russ will work together on getting out the Call to Conference.

7. **EXECUTIVE ASSISTANT'S REPORT:** A copy of the Executive Assistant's report is included with these minutes as Attachment D.

Since there is no place to display materials throughout the four weeks of the Kellogg Institute, Karen will not send any tabletop displays to the Institute.

8. **NEWSLETTER REPORT:** In Anne-Marie's absence, Kate reminded the Board that the deadline for sending news items for Newsnotes is June 1. The first issue of the new schedule will be out in June.

The Board agreed that the last Newsletter was especially nice and expressed their thanks and appreciation to Anne-Marie for the excellent job she continues to do for CRLA.

9. **ANNOUNCEMENTS:**

- a. **JDE Contract:** The contract has been renegotiated and signed. The original has been mailed to the Board Secretary and a copy has gone to the Treasurer.

- b. **2007 Conference:** Baltimore is excited about the possibility of hosting the 2007 Conference. They will submit a bid and proposal by October 2004.

- c. **Pedagogy of Possibilities:** One thousand CRLA bookmarks, at a cost of \$40.00, have been purchased to be inserted into the book, *Pedagogy of Possibilities*. The Board agreed with Kate's request to purchase three copies of the book to have on hand at the conference.

## OLD BUSINESS

1. **SIG POLICY:** Kate will speak with Laura and determine the status of the proposed policy on formation and dissolution of SIGs.

2. **JOB DESCRIPTION REVISIONS/COMMITTEE TITLES:**

- a. **Committee Chairs & Coordinators:** The Board approved changes to committee chairs and coordinator titles and descriptions at the May meeting.

Approval of changes was delayed until Vicki contacted people whose titles were changed.

**MOTION: That CRLA committee chairs and coordinator titles be approved as revised at the May 21, 2004 meeting. Rexanne/Russ. MOTION PASSED.**

- b. **Awards & Scholarship Committee Chair:** Karen worked with the incumbent and the Board to revise the job description for the Awards & Scholarship Committee Chair.

**MOTION: That the job description for the Awards & Scholarship Committee Chair be approved as revised. Frieda/Russ. MOTION PASSED.**

- c. **ITCP Coordinator:** Karen noted that the job description for the ITCP Coordinator has been revised for clarity and to bring it more in line with the actual job duties. Karen expressed appreciation to Anna Crockett for her invaluable assistance.

**MOTION: That the CRLA ITCP Coordinator's job description be approved as revised. Russ/Rexanne. MOTION PASSED.**

- d. **ITCP Assistant Coordinator:** Changes were made to the ITCP Assistant Coordinator's job description as discussed previously by the Board.

**MOTION: That the CRLA ITCP Assistant Coordinator's job description be approved as revised. Russ/Rexanne. MOTION PASSED.**

Karen will make final corrections to all approved job description revisions and forward copies to the Board.

**NOTE: KAREN LEFT THE CONFERENCE CALL MEETING DUE TO TORNADO WARNINGS IN HER IMMEDIATE AREA.**

- 3. **REVISIONS TO BYLAWS:** Changes to the bylaws have been made and reviewed by the Board. The revised bylaws will be sent to the POC for review. A copy is included as Attachment E to these minutes.

**MOTION: That the revised CRLA Bylaws be approved as revised and sent to the POC for review. Rexanne/Russ. MOTON PASSED.**

**NEW BUSINESS:**

1. **2006 AUSTIN HOTELS:** Rosalind Lee joined the conference call meeting at this time. She reported on her visits to and negotiations with hotels being considered for the joint CRLA-CASP conference in 2006.

The Hilton Hotel is the newest and largest hotel in Austin. They have come down on their prices and will be able to accommodate at least a thousand people. However, the Hyatt Regency came out on top in terms of location and pricing.

Further discussion centered on the positives and negatives of both the Hyatt and the Renaissance hotels. Although the Renaissance is large enough, they do not have a contact person on-site, and it is located in the suburbs of Austin. This would make accessibility to downtown activities difficult. Also, the rates at the Hyatt appear to be more reasonable than those at the Renaissance. Both hotels are available for the week of October 15-26, 2006. After further discussion and clarification, the Board agreed that the Hyatt Hotel is CRLA's site of choice for the 2006 conference.

**MOTION: That CASP be advised that CRLA's first choice for the 2006 conference site is the Hyatt Regency Hotel in Austin, TX. Rexanne/Frieda. MOTION PASSED.**

Kate and Rosalind will work out details regarding collaboration on the 2006 conference with CASP. They will keep the Board informed.

2. **POC RESOURCE FORM:** Kate noted that the form is still in progress and not yet ready for Board discussion or publication. She will continue to work with Valerie Smith Stephens on this item and report to the Board. The Board agreed that more work is necessary.
3. **SUMMER MEETING SCHEDULE:** The proposed meeting dates for the summer months are listed below. Meeting times will remain the same as previous meetings.

June 25  
July 23  
August 20

**MOTION: That the meeting be adjourned. Russ/Rexanne. MOTION PASSED**

The meeting adjourned at 12:57 PM (Alaska).

**ATTACHMENTS (Included under separate cover)**

- A. Treasurer's Report – April 2004
- B. 2004 Conference Report
- C. Membership Report
- D. Executive Assistant's Report
- E. Bylaws w/Proposed Revisions

## ATTACHMENTS – Board Meeting for May 21, 2004

### A. Treasurer's Report – End of Month - April 2004

#### College Reading and Learning Association Balance Sheet End of Month - April 2004

##### Assets:

Money Market Account	\$	29,891.00
6-month CoD matures 06/09/04	\$	25,177.04
18-month CoD matures 09/04/04	\$	25,000.00
6-month CoD matures 09/09/04	\$	25,005.96
24-month CoD matures 03/04/05	\$	25,000.00
24-month CoD matures 09/09/05	\$	25,348.65
24-month CoD matures 03/29/06	\$	25,000.00
Beginning Balances:		
Operations Account	\$	28,431.89
Conference Account	\$	23,116.91

##### Income:

Scholarships	\$	82.48
Membership Dues	\$	4,050.00
Interest Income	\$	137.30
Tutor Certification	\$	1,925.00
Misc Income	\$	38.25
SIG Income	\$	680.00
Mentor certification	\$	125.00
JCRL	\$	1,350.00
Tutor Handbook	\$	840.00
Learning Assistance Monograph	\$	321.99
<b>TOTAL OPERATING INCOME</b>	\$	<b>9,550.02</b>
Conference Income	\$	2,021.99
<b>TOTAL ASSETS</b>	\$	<b>243,543.46</b>

##### Expenses:

General Board	\$	230.90
General Organization	\$	455.00
Publications	\$	6,535.50
Committees	\$	185.50
Membership/States and Regions	\$	1,037.59

	TOTAL OPERATING EXPENSES\$	8,444.49
Conference Expenses	\$	(0.20)
	TOTAL EXPENSES	\$ 8,444.29
	<b>BALANCE</b>	<u>\$ 235,099.17</u>

Prepared by Rexanne Bruno, Treasurer  
May 11, 2004

## B. 2004 Conference Report

Conference Report Correspondence  
May 21, 2004  
Russ Hodges

Dear All:

After a successful visit to Kansas City, Missouri, your conference chair and site-team coordinators have worked diligently planning our upcoming CRLA conference. Enclosed please find the Conference at a Glance schedule for the Board's approval.

My special thanks to Leta, Linda, Pat, Zola and Aaron Cutchlo (director of convention services) for their total commitment to making our 37th annual conference the best ever! Kate deserves much praise too for helping me with the schedule!

You will find many of our standard events and some new treats such as

- Panel discussions--this year led by Norm Stahl (on new trends in research) and Hunter Boylan (on best practices for our field). Wait till you see the line-up of panelists!
- Two combined tours of Kansas City and a Community College ( same tour both Wed morning and afternoon)
- Combined Pub & Jazz Crawl and Dinner On the Town ( still in the works for Thursday Night...keep your fingers crossed)
- SIG's (rounds one and two) during non-sponsored food events--YES!!
- A return of our " Communities of Practice"Sessions. Select SIG leaders will be facilitating.
- Music, music, music during most of our special gatherings.....
- Poster sessions (formerly GIFTS) including electronic poster sessions (Dave Caverly-- of course)
- Valerie has secured some of the top educators in our field to sever as mentors for our lunch with a mentor.... and the list keeps growing!
- A few special extended concurrent sessions
- Outstanding post-conference institutes including a grant writing institute and an institute for tutors (with tutor certification hours awarded).
- Back by popular demand... our steak, fish or veggie option at the awards banquet.

**Also new this year:**

- Two registrations forms (just like the IRS ... one to itemize and one e-z form that is all inclusive of an institute, tour, lunch with a mentor, awards banquet, and on-to Long Beach Brunch (Thank Zeta for this brainchild)
- The ability for any conference participant to hook-up their own computer wirelessly to the internet for 10 bucks in their hotel room.
- Each Board member (including in-coming) and program committee members will have added responsibilities overseeing and coordinating conference events. Your assignments are coming. This will truly be a collaboratively run conference.

**We have three main obstacles to overcome this year...**

**Our first is the cost of food...**sorry but we had to ditch the box lunches at \$16.95 for a turkey sandwich, potato salad and a drink (remember we paid less than 8 bucks last year). As you can see food is very expensive at the Marriott. However, Aaron, Linda and Leta are working, working, working to find affordable options. We feel confident that Aaron will come to our rescue.

**Our second is the cost of audio visual equipment.** The vendor the hotel uses is also very expensive, especially for items such as LCD's computers, etc..... we had 33 sessions requesting the use of an LCD. Again, Linda, Leta and Aaron are working to find affordable options for us.

**Our third is the lack of math sessions....**please contact me with names of outstanding developmental math educators that I can invite to present a concurrent session. This is really important folks. We need math represented at our conference.

**And one last thing....**Aaron's, Leta's, Linda's, Pat's and Zola's email addresses are attached to this email. Please let them know how much you appreciate their hard work and dedication to our organization. Russ

**C. Membership Report**

May 21, 2004 Membership Report

- 923 current members (2004 or greater expiry) as of 5/07/04. This compares to 850 members on 5/20/03, 853 on 5/29/02 and 858 on 5/23/01.
- The number of JCRLs needed for printing was established at around 1500. This includes around 900 for current members to-date, 70 JCRL subscriptions, a possible 150 new and 150 renewing yet this year for ESG to send out, and 50 for membership's back inventory, display, etc.



- A Bylaws change of “member in good standing to 30 days past expiry” is suggested. Changing this date to reflect actual membership deadlines will help the organization convey the need to renew one’s membership in a timely manner and help clarify who should receive spring Newsletter, Newsnotes, JCRL and voting information. Members are sent the first reminder to renew in December after conference updates have been entered, so there should not be a feeling of disconnect in making this change. There is a false sense of membership when one receives publications past membership deadlines.
- This year to date 175 Tutor Training Handbooks and 477 ITCP pins have been sold.
- A reminder was sent requesting all table drapes, etc. be returned from regions/state conferences.
- Recommendations for By-law changes regarding membership sent to the Board and other job descriptions.
- CRLA materials have been sent to Maggie Mock to distribute at the Kellogg Institute next month. Anna Crockett is also sending ITCP materials.

#### **D. Executive Assistant’s Report**

Executive Assistant  
May 21, 2004

##### 1. Job Descriptions.

Work continues on several of the job descriptions. We can consider three at the May 21 meeting: Awards & Scholarships Chair, ITCP Coordinator, and ITCP Assistant Coordinator of Certified Programs.

We said in February that we would try to create a kind of mission statement for each committee. Does the summary at the beginning provide that kind of statement, or do we need something more visionary and inspiring? If the latter, please send visionary inspiration to get me started, and I will try to take it from there in discussions with incumbents.

##### 2. Tabletop Displays.

Displays were sent to several spring conferences: Wyoming, Mid-Atlantic, Pennsylvania/New Jersey, and NADE. They were not requested by Northeast or Ohio River Valley. (The latter was a creative two-campus teleconference.) To save shipping expenses, we forwarded one display from NADE to Mid-Atlantic and on to Pennsylvania/New Jersey before returning it to Iowa. Because we have only the two smaller displays, which were returned more slowly than anticipated, we suddenly found ourselves display-less for NTA and the Heartland Chapter. I want to apologize here to Laura for the panic and inconvenience of not having a display at NTA. It is

difficult to “exhibit” CRLA without a table display, especially when the hotel has lost the box of materials from Vicki, too.

So far as I know, we have never sent a table display to Kellogg Institute. Vicki and Anna are sending CRLA and ITCP materials. (Will Nancy be sending IMCP information?) Should we offer to send a table display if Sandy Drewes desires one? Some of you have attended Kellogg and could advise whether to make the offer.

3. Archives.

a. Gladys reports that from her initial work with the archives she sees a structural pattern forming:

- Minutes and attachments together for each meeting within each year;
- Conferences – everything (except meeting discussions in the minutes) together for each one that we have;
- Publications – journals, newsletters, glossary of terms, tutor training manuals, etc.;
- Memorabilia – photos, t-shirts, etc; and
- a General file in which we have major categories such as Governing Documents (Const., Bylaws, Policies & Procedures, job descriptions), History (Leadership lists, membership lists, financial) and Legal and Contractual (insurance, contracts, incorporation, etc.).

Gladys is open to suggestions if you see a different structure as being more useful to the Association and the Board.

b. In the next few weeks could we send to Gladys what she still needs?

Annual committee & conference reports for 2001 and 2002 -- Karen

Annual committee & conference reports for 2003 – Laura

Laura, I think it would help Gladys if we went back through the committee reports and conference reports to make sure we have everything, then send everything in a batch.

Vicki, if you can let me know what you have already sent (conference brochures, publications, membership forms for three or four years, t-shirts and mousepads?) we can make sure to provide the rest. I have some updated records (e.g., officer list, awards and scholarships list, Policies & Procedures) to send when finished, too.

All – are there other records or artifacts you believe should be retained in the archives?

**E. Bylaws with proposed revisions**

College Reading and Learning Association Bylaws

ARTICLE I-NAME

The name of the Association shall be College Reading and Learning Association (CRLA).

ARTICLE II-MEMBERSHIP

1. Members of the Association shall be of one class, and each member shall have the same rights, duties, 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/she 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 by the Board of Directors. No person shall become a member of the Association until the full amount of dues has been paid.
3. Membership may be renewed from year to year by submitting payment of annual dues with either a membership application or a renewal notice. Any member who has not paid his/her annual dues within 30 days after the expiry date is no longer a current member nor a member in good standing.

ARTICLE III-MEETINGS

1. The annual CRLA Conference will be held each Fall at a date to be determined, beginning with a Fall Conference in 1996. 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 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.

#### 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/her term in the office that qualifies him/her as a director.
2. Whenever any director ceases to be a member of the Association or ceases to hold the office that qualifies him/her as a director, there shall be created a vacancy as a director. A vacancy in the office of president shall immediately be filled by the president-elect, who may appoint a program chair if desired. If a vacancy occurs in the office of president-elect, a special election will be held by mail ballot at the earliest possible date. The president may appoint a program chair to initiate or continue the new conference plans, and the newly elected president-elect and the appointed conference program chair would become co-chairs of the program committee. The new president-elect would assume all other duties of that office. Vacancies in the offices of secretary and treasurer shall be filled by appointment by the president with the approval of the Board.
3. 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.
4. 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 disposal of funds which are subject to the control of the corporation.
5. Meetings of the Board of Directors shall be regular (face-to-face or by telephone conference) and special. A regular face-to-face meeting shall be held not less often than twice each year, at a time and place designated by the Board. Telephone conference calls may be scheduled at the discretion of 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 such a 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.

6. 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 in compliance with the mail-ballot procedure established in Article VII, Section III, of the Bylaws. The president-elect shall become the president of the Association at the next annual meeting of the membership of the Association following his/her term of office 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 term of office shall be for two years with each office to be elected in alternating years by mail ballot.
2. The five officers of the Association shall constitute its Board of Directors, and the other four officers 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, with the approval of the Board:
  - a. Appoint chairpersons or coordinators of standing and special committees.
  - b. Appoint the executive assistant to the board as parliamentarian.
  - c. Approve personnel of committees.
  - d. Call special meetings of the Board of Directors.
  - e. Appoint state/regional directors and directors(s)-at-large within thirty (30) days prior to the annual CRLA meeting unless the state or region is a chapter. If the state or region is a chapter, request the chapter president to assume the duties of the state/regional director for the geographical area encompassed by the chapter.
  - f. Appoint an acting secretary, treasurer, program chair, and/or coordinator of state/regional directors to serve in that role/office in the event of incapacity or consistent non-performance of duty on the part of the officer(s) elected to serve.

4. The president-elect shall act as presiding officer in the absence of the president and shall act as chairperson of the conference program committee.
5. The immediate past president shall act as presiding officer in the absence of the president and the president-elect; shall serve as coordinator of state/regional directors, chapter presidents, and Special Interest Groups; and shall act in a general capacity as advisor to the president on 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 at general meetings of the membership in the absences 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, but no reimbursements will be made without the prior approval of the Board of Directors. At the end of each fiscal year there shall be a review of the financial records by a professional auditor to be appointed by the president.

#### ARTICLE VI-FISCAL YEAR

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

#### ARTICLE VII-PARLIAMENTARY PROCEDURE

1. The rules contained in *Robert's 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 Bylaws.
2. In all meetings, any member may demand a roll call vote except for those procedures requiring a mail ballot, including the election of officers.
3. Not later than twelve months prior to the beginning of election balloting, the president shall appoint a past president who served a one-year term as committee member, as chairperson of the election committee for the next nomination and election cycle. The chairperson shall recommend for approval by the president such appointments as needed to complete the committee membership. The committee shall proceed as follows:

- a. All offices except the president and immediate past president shall be elected by mail ballot. The office of president is assumed by the elected president-elect; the office of immediate past president is assumed by the president.
- b. The election committee shall confer in a face-to-face meeting to be held at the annual conference and select from the membership at least two members for each of the offices of president-elect and secretary or treasurer.
- c. The election committee will hold at least one open meeting during the annual conference to give the membership an opportunity to propose potential nominees for each elective office.
- d. 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, and a letter of institutional support must be received from his/her institution if applicable.
- e. The election committee shall submit to the Board of Directors the names of at least two members for each of the offices of president-elect and secretary or treasurer by January 31.
- f. Information about all candidates, one official ballot with instructions for completing the ballot, and a correctly addressed return envelope with a space on the outside of the envelope for the voter's signature will be mailed by a date set by the Board to all members in good standing.
- g. Voting shall be by secret mail ballot. All votes postmarked on or before the date set by the Board and received no later than seven days after the set date will be included in the final count. All signatures on return envelopes will be checked against a list of members in good standing before they are included in the final count (as outlined in *Robert's Rules of Order, Revised*). Unsigned envelopes will be discarded since membership cannot be verified. The folded and unread votes will be separated from the envelopes, then placed and held in a receptacle until the time the votes are to be counted, to allow for secret voting procedures to be carried out. Ballots will be counted after the seven-day grace period by the chair of the election committee or by a member of the election committee whom the chair has designated along with two CRLA members in good standing. A majority of the votes cast shall be necessary for election. In the event of a tie, the balloting for that office should be repeated as many times as necessary to obtain a majority vote for a single candidate (per *Robert's Rules of Order, Revised*). In the event that an error (i.e., failure to abide by the Bylaws) occurs in the mailing or content of the ballots, the Board

either can vote to correct the error and extend the return time or can annul the first balloting and mail new ballots.

- h. If a challenge to the outcome of the election is not received by the president in writing within thirty (30) days after the election results have been announced, the ballots shall be destroyed.
4. Should a quorum as defined by Article VIII of the Bylaws not be represented in the mail ballot for election of officers, the election will be conducted during the business meeting at the next annual conference.
5. If a quorum is not present at the scheduled general business meetings, business other than election of officers requiring voting shall be conducted by mail ballot sent to the general membership within two months.

#### ARTICLE VIII-QUORUM

A quorum for a regular or special membership meeting or for a mail ballot shall be at least ten percent (10%) of the membership of the Association at the time of the vote.

#### ARTICLE IX-AFFILIATIONS

The Association may enter into cooperative agreements with other educational organizations by majority vote of the Board of Directors. Agreements 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 properly worded petition setting forth the action requested. The petition must be signed by one-sixth of the members of the Association. Any action, initiative, referendum, or recall shall require a noticed motion and a majority vote of the membership or two-thirds 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 Bylaws may be amended at any regular or special meeting of the membership of the Association, or they may be amended by mail ballot at the discretion of the Board of Directors. Once amended and approved by the membership, these Bylaws will supersede the Constitution.
2. No amendment may be adopted unless it is approved by a two-thirds majority of the votes cast.

#### ARTICLE XIII-CHAPTERS

1. Upon approval of the Board of Directors, a chapter or chapters of the Association may be established in any area within a state, region, province, or territory on the petition of 25 members of the College Reading and Learning Association within the area. To maintain chapter status, membership in the chapter must include at least 25 College Reading and Learning Association members.
2. A chapter must adopt its own bylaws, which will be compatible with the Constitution and Bylaws of the Association.
3. All officers of the chapter, elected and appointed, must be members of the College Reading and Learning Association.
4. Elected officers shall consist of at least the president (chair), vice-president (vice-chair/chair elect), and a recorder (secretary and treasurer). Ex-officio officers may be appointed.
5. The president of the chapter will assume the duties and function of the state/regional director position and shall submit an annual report to the Board of Directors as requested by the Coordinator of State/Region/Chapter Leaders.
6. Each chapter shall hold at least one chapter meeting a year. A report of its meetings(s) shall be sent to the Coordinator of State/Region/Chapter Leaders of the Association within one month following the meeting(s).
7. A chapter shall not be affiliated with any other organization; however, chapters may cooperate with other organizations in activities such as conferences, symposia, and newsletters.

8. A chapter may be dissolved at its request or by the Board of Directors of CRLA and shall be so dissolved by the Board if it becomes inactive or fails to comply with the provisions of this article for one conference year. Any treasury funds must be disbursed in accordance with state law. If there is no governing state law, then funds will be disbursed by the Board of Directors of the Association.
9. If a state, region, or area chooses not to have a chapter, the Coordinator of State/Region/Chapter Leaders of the Association will appoint a person to the position of state/regional director.

#### ARTICLE XIV-INTERNATIONAL TUTOR/MENTOR CERTIFICATION PROGRAM

Any postsecondary educational program in any state or country may apply to have its tutoring program certified by the CRLA International Tutor Certification Program and/or its mentoring program certified by the CRLA International Mentor Certification Program. Programs must comply with the provisions set forth by the Board in order to be certified. Once an institution's program is certified, that program will receive a certificate and be authorized to issue individual CRLA certificates.

Last Revision November 2002

Changes approved by Board on May 21, 2004