

## **LDAMC Bylaws 2014**

### **The Learning Disabilities Association of Montgomery County**

#### Article I. Name

Section 1 - Learning Disabilities Association of Montgomery County, Inc. (LDAMC)

#### Article II. Purpose

Section 1 - The basic purpose of this association is to promote and support education and general welfare of individuals with Learning Disabilities.

Section 2 - The Board of Directors will have the general power to manage and control the affairs and property of LDAMC, and will have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 3 - LDAMC is a non-profit 501c3; organized and operated in accordance with IRS Code & Regulations.

#### Article III. Policies

Section 1 - This association shall be non-partisan, non-commercial, and free of discrimination because of race, creed, color, or national origin, nor shall it foster activity, cause, or facility which discriminates in any way.

Section 2 - In event of disbandment, all of the association's assets will be contributed to LDA of Maryland (if it exists), or LDA of America.

Section 3 – The association shall seek funds from the general public, private and public foundations, government agencies and any/all sources acceptable to it.

Section 4 - Funds acquired will be devoted to promote purposes defined in these Bylaws.

Section 5 - LDAMC will keep correct and complete books and records of accounts for a minimum of five (5) years. LDAMC will keep minutes of the proceedings of the Board of Directors and committee meetings (approved by LDA of America).

#### Article IV. Membership

Section 1 – Any person interested in promoting the objectives of this organization may become a member. Members must be at least 18 years of age.

Section 2 – Annual membership dues will be determined by the Executive Committee, with approval from LDA-MD and LDA of America. Membership is on a rolling basis, with dues payable at anniversary date.

Section 3 - Dues types include regular (individual), student (under 26, through LDA only), as described by LDA of America membership types.

Section 4 - Dues are split between national, state, local and membership (dues provide membership to all 3); if no county/state chapters, dues go only to LDA/National. Dues for student membership split between National and State only.

Section 5 – When dues are not received w/in 90 days, that member will be automatically dropped from membership lists.

Section 6 - Local affiliates (approved by 2/3 of National's Board) have to have at least 15 people and have non-conflicting by-laws and, are in good standing with State.

Section 7 - Charters of local affiliates may be revoked with 2/3 vote of LDA of America (National).

#### Article V. Officers

Section 1 – The officers of the association shall be a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2 - Officers elected bi-annually at last Board meeting of the fiscal year; all officers have terms two (2) years in length.

Section 3 – The Executive Committee can impeach any officer with 2/3 vote of total Executive Committee, chaired by someone other than the individual being impeached. Meeting to impeach must include a minimum of 14 days written notice before meeting occurs, and can be called by any member of the Executive Committee.

Section 4 – The Board of Directors (officers) of this association serve to administer, manage, preserve, and protect property of LDAMC.

Section 5 - A majority of members of Board of Directors (officers) must be individuals with Learning Disabilities or parents of individuals with Learning Disabilities.

Section 6 – Officers cannot be paid employees of LDA, at present or within 2 years prior to becoming an elected officer.

Section 7 – A quorum shall consist of at least ½ the officers (3)

Section 8 – The Board of Directors cannot be compensated for duties of the office held. Officers may be reimbursed for travel expenses for duties/meetings at discretion of Board of Directors.

Section 9 – Any and all conflicts of interest must be disclosed and meeting minutes need to reflect that disclosure.

Section 10 - Elected officers must be active members of LDAMC for at least 6 months before taking office.

Section 11 - Officers are expected to come to the majority of Board meetings. If majority of meetings not attended by an officer without notifying President, the President may request that individual to resign.

Section 12 - Vacancies in office shall be filled by the Executive Committee, and that candidate will remain in office for remainder of the term.

Section 13 – Duties of the Board of Directors:

President – The president shall preside at all general and Executive Committee meetings, be an ex-officio member of all committees except nominating committee, appoint chairpersons of committees, perform all duties pertaining to Presidency, be one the checking account with the Treasurer, and prepare annual report for LDA-MD and LDA.

Vice President – The Vice President shall assist the President, assume duties if President not present/able, succeed President if vacancy occurs (for remainder of term), coordinate all committee chairs, be a member of all committees, and perform other responsibilities assigned by the Executive Committee.

Recording Secretary – The Recording Secretary shall keep accurate minutes of all meetings, keep custody of all books/records pertaining to LDAMC, other than those held by the President, Committee Chairs, Treasurer, or Corresponding Secretary.

Corresponding Secretary – The Corresponding Secretary shall be responsible for the correspondence of LDAMC, and shall read all reports and communications addressed to LDAMC at meetings.

Treasurer – The Treasurer shall be responsible for all dues & funds of LDAMC, keep account of monies of LDAMC, use acceptable accounting principles, keep funds for use in checking account and excess funds in savings institution for future use, report all receipts, expenditures, balance at each meeting, introduce successor to bank (approved by Executive Committee), make payments by check (any checks over \$200 shall be made jointly with President or Vice President), record deposits, signatories, be bonded, inform Corresponding Secretary & Newsletter Coordinator monthly of donations (for thank you notes and newsletter acknowledgement). No independent audit necessary, as reported by LDA of America because audit is not a part of minimum standards for affiliates, but if independent audits are required for funding, Treasurer will oversee audit.

Immediate Past President – The immediate Past President shall provide continuity and historical perspective for ideas, projects and recommendations to be discussed by Executive Committee, mentor the new President for first six (6) months of term, and preside over Board meetings, if both the President and Vice President are absent.

## Article VI. Nominations

Section 1 - Call for nominations shall be from and Board of Directors member and/or membership at large by April 15<sup>th</sup> of election years. Slate shall be publicized in May in preparation for vote/approval at the final Board meeting of the fiscal year.

## Article VII. General Meetings

Section 1 - At least one (1) "general" membership meeting will be held each year. Thirty (30) days' notice of regular meetings shall be given and all meetings shall be open to public and sufficiently publicized.

Section 2 - Special meetings may be called by President, Vice President, or any Committee chair, as needed.

Section 3 - Any informal action may be taken without Board meeting, if consent in writing is given by each Board member.

Section 4 - Quorum = 51% of those present at meeting

## Article VIII. Executive Committee

Section 1 - The Executive Committee consists of all Officers, Committee Chairs, Past Presidents, and at-large members in good standing.

Section 2 - One person will serve as a "time facilitator" during meetings.

Section 3 – A committee member “in good standing” consists of a member who is current in dues and is present at the majority of meetings

Section 4 - The majority of members of the Executive Committee must be parents of, or individuals with, Learning Disabilities.

Section 5 – The duties of the Executive Committee include filling vacancies in offices, approving Committee Chairs by majority vote, considering plans/policies in furthering business of LDAMC , transacting other business of emergency nature or as tasked by LDAMC, committees, or officers, acting as liaisons to state affiliates, reviewing/revising committee plans, overseeing annual reports, and reviewing quarterly reports of committees.

Section 6 – A quorum of the Executive Committee = 50% of Executive Committee, and a simple majority approves/disproves votes.

Section 7 - Chairs/committees shall be approved by Executive Committee.

Section 8 - Reimbursement for travel/expenditures for duties can be approved by Board of Directors (officers).

Section 9 - Resignation of Executive committee members may be given at any time, in writing to the President.

#### Article IX. Committees

Section 1 - Committee meetings may be called by Committee Chairs as needed to conduct business of the Committee. Notice of the meeting shall be given to Vice President.

Section 2 – Each Committee has a chair/coordinator who reports to the Vice President. Coordinator/Chair should be active member of

committee for at least 6 months unless it is a newly formed committee.

Section 3 - All chairs/committee members must be LDA members in good standing.

Section 4 – Standing committees include Membership, Programs, Media, and Fundraising. Other committees may be formed as needed and approved by Executive Committee.

#### Article X. Fiscal Year

Section 1 – The Fiscal year of LDAMC is September 1 – August 31

Section 2 - The LDAMC fiscal year does not have to match LDA fiscal year or calendar year.

#### Article XI. Local Affiliates

Section 1 – This organization shall have at least one representative to LDA-MD

Section 2 - At a minimum, this organization shall adopt Bylaws (on file with state and consistent with LDA), maintain 15 or more members, have 2 board meetings annually, have a Board of Directors with majority of Executive Committee with Learning Disabilities in their family, provide copies of minutes to State office, provide annual report to State office by the date requested by LDA-MD Board annually, maintain non-profit status, provide newsletter at least twice per year, maintain a working relationship with State, and provide at least one annual membership meeting.

Section 3 – This association shall maintain a Board of Directors, with, at minimum, a President, Vice President, Secretary, and Treasurer



Section 4 – This association shall send an annual report to LDA-MD by the date requested each year.

Section 5 – If this association/affiliate is inactive for 3 years, all assets become property of LDA of Maryland (if it exists), or LDA America.

#### Article XII. Amendments

Section 1 - Bylaws may be amended at any general meeting by 2/3 vote of present members with at least 13 days' notice of proposed amendments.

#### Article XIII. Rules of Order

Section 1 - Meetings should be conducted in a respectful manner.

Section 2 – The President will create agenda, select dates and locations for meetings, and send that information to the Executive Committee prior to meeting.

Section 3 – A time facilitator will help keep meetings on track and allow everyone a chance to speak briefly if desired.

Section 4 - Topics to be discussed should be put on the agenda prior to start of meeting. The process for putting items on the agenda are as follows: anyone wishing to bring a topic for discussion to the Executive Committee should go through the appropriate Officer or Committee Chair related to the topic (who will take the request to the President who will put it on a future agenda).

Section 5 – Topics to be voted on should be proposed, seconded, voted on, and then approved if majority vote is in favor of the motion.