

## **By-Laws Of**

### **The Learning Disabilities Association of Maryland**

#### ARTICLE I - Name, Purpose

Section 1: The name of this Association shall be the Learning Disabilities Association of Maryland, Inc., ("LDA-MD")

Section 2: The LDA-MD is organized exclusively for charitable, scientific and educational purposes, more specifically to promote awareness and provide support to maximize the quality of life for individuals and families affected by learning disabilities.

#### ARTICLE II- **Definitions.**

**Annual meeting** - A meeting held between May 1<sup>st</sup> and June 30<sup>th</sup> or such other time as the Board of Directors may deem appropriate to conduct official annual business, including but not limited to the election of Officers.

**Named representative** - Each local affiliate shall have a named representative and an alternate both of whom shall serve on the Board of Directors. Each local affiliate shall have only one vote, to be casted by the named representative, the alternate in case of the absence of the named representative, or by a person designated by the local affiliate in advance in the absence of both the named representative and the alternate.

**Officer** - An elected member of the Board of Directors, as defined further in Article V, Section 6 herein.

**Board of Directors, Board** - The elected Officers of the Board, named representatives of local affiliates, and any non-voting, ex officio board members as appointed by the President after consultation with the Board.

**Quorum** - A quorum of the Board of Directors shall consist of a majority of the members of the Board.

**ARTICLE III - Membership.**

Section 1: LDA-MD Board of Directors shall consist only of those persons as defined in Article II herein.

Section 2: Membership in LDA-MD shall consist of those persons who pay annual dues.

**ARTICLE IV - Annual Meeting**

Section 1: Annual Meetings. The date, time, and place of the regular annual meeting shall be set by the Board of Directors.

Section 2: Special Meetings. The President or the three or more Board Members may call a special meeting of the membership.

Section 3: Notice. Notice of each meeting shall be given to each member, by mail or electronic mail, not less than ten calendar days before a meeting.

**ARTICLE V - Board of Directors**

Section 1: Board Role, size, and compensation. The Board is responsible for overall policy and direction of the LDA-MD. The Board receives no compensation other than reimbursement of reasonable expenses to carry out the mission of LDA-MD.

Section 2: Meetings. The Board shall meet at least four (4) times a year, at an agreed upon time and place.

Section 3: Board elections. Election of new officers, or election of current officers to a second term, will occur as the first item of business at the annual meeting of LDA-MD. Officers of the Board will be elected by a majority vote of the current Board.

Section 4: Terms. All Officers of the Board shall each serve one (1) two (2) year term, but are eligible for re-election

Section 5: Officers and Duties. There may be six (6) officers of the Board of Directors consisting of a President, First Vice President, Second Vice President, Secretary, Treasurer and President Emeritus . The President Emeritus shall only vote on matters that come before the Board in the event of a tie among the other voting members. The duties of the officers are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: 1<sup>st</sup> Vice

President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. The President shall also create and appoint chairs for Committees after consultation with the Board. The President shall represent LDA-MD or shall appoint such other person or persons to do so. The Vice Presidents shall chair committees as designated by the President in consultation with the Board and shall assist the President.

The Secretary shall be responsible for keeping the records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes to each Board member, and assuring that corporate Board records are maintained;

The Treasurer shall make a financial report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public as requested.

Section 7: Vacancies. When an officer vacancy on the Board exists, the Secretary shall request nominations from present Board members or members at large at least two weeks in advance of a regular Board meeting. These nominations shall be sent to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. The elected nominee will serve until the election of Board members at the next general meeting.

Section 8: Resignation, Termination, and Absences. Resignation from the Board shall be in writing and received by the Secretary. An Officer of the Board may be removed by a three-fourths vote of the remaining Board members.

#### ARTICLE VI - **Committees.**

Section 1: The President in consultation with the Board may create committees as needed. The President in consultation with the Board shall appoint all committee chairs.

Section 2: Finance Committee. The Treasurer shall be the Chair of the Finance Committee, which when convened must consist of two (2) Board members, who are not Officers. The Finance Committee shall be responsible for developing and reviewing the fiscal procedures, a fundraising plan, and annual budget development. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any changes to the budget. The fiscal year shall be the calendar year. Annual reports of the budget are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of LDA-MD are public documents and shall be made available to any member upon request.

#### ARTICLE VII - **Dues, Financial Matters**

Section 1: Annual dues of the Association shall be fixed no more often than annually by the Board.

Section 2: No contract can be entered, into without the approval of the Board.

Section 3: All funds of the Board shall be maintained in federally an insured accounts.

**ARTICLE VIII - Dissolution/disaffiliation:**

In the event a state affiliate becomes inactive, all assets will be turned over to LDA of America to be held in escrow until the affiliate has elected officers, adopted bylaws, and achieved the number of members required in the bylaws, in the LDA of America database, or until three (3) calendar years have passed, at which time all assets will become the property of LDA of America.

In the event of dissolution or disaffiliation, within 30 days, state affiliates must transfer their website domain ownership and administrator access to all digital platforms to LDA of America.

**ARTICLE IX - Amendments.**

Section 1: These by-laws may be amended when necessary by a two--thirds majority of the Board then present, providing that a quorum is met. Proposed amendments must then be submitted to the Secretary, or any Board member, to be included as an agenda item for approval at the next public meeting. Upon approval by the membership, the amendments shall be deemed effective.

**These bylaws approved at a public meeting of the Officers of the Board on March 14, 2019, ratified, and approved at a public meeting of the membership on June 8, 2019.**

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Jamie D. Brown, President

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Ruth Brodsky, Secretary