

Code of Regulations

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Reading Recovery

Council of North America

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ARTICLE I

Nature and Purpose

Section 1.01. Nature. The Reading Recovery Council of North America, Inc. (“RRCNA”) is a membership, not for profit organization pursuing charitable and educational endeavors.

Section 1.02. Purpose and Mission. The purposes of this Corporation are:

- (a) Preserving the integrity of the Reading Recovery Program and improving its effectiveness;
- (b) Providing Reading Recovery to every child who needs individual help in learning to read and write;
- (c) Strengthening the context within which Reading Recovery is implemented; and
- (d) Increasing knowledge about how children and teachers learn.

ARTICLE II

Membership

Section 2.01. Membership. The membership of the Reading Recovery Council of North America (“RRCNA”), shall consist of as all members current in the payment of dues.

Section 2.02. Membership Policy. The annual dues shall be determined by the Board of Directors (hereinafter all references to the Board shall mean the Board of Directors. Members of the Board shall be referred to as Directors).

Members in good standing shall be responsible for: voting for officers; participating in membership meetings; voting within a service category for representatives of the Board; and, participating in other business of RRCNA.

Any person who wishes to support the purposes or RRCNA and to share in its work shall be eligible for membership. Any member may be removed with cause by a majority vote of the Board at any meeting of the Board.

Section 2.03. Membership Year. The membership year shall begin on the date the member’s dues payment is recorded

by RRCNA and end on the same date in the following year.

ARTICLE III

Membership Meetings

Section 3.01. Annual Membership Meetings. The annual membership meeting for the consideration of any business that may properly come before such meeting may be held on such date and at such place in time which may be fixed from time to time by the Directors.

Section 3.02. Membership Meetings. Special membership meetings may be called only by the President or Secretary.

Section 3.03. Notice of Membership Meetings. Written notice stating the date, place and time of a membership meeting shall be given either by email communication or by mail not less than ten (10) and no more than sixty (60) days before the date of the meeting to all members by or at the direction of the President or Secretary. Such notice shall be addressed to a member at his/her preferred email or mailing address as it appears on the records of the Corporation. Notice of adjournment of a meeting need not be given if the date, place and time to which it is adjourned is fixed and announced at such meeting.

Section 3.04. Waiver of Notice. Notice of the date, place and time and purpose or purposes of any membership meeting may be waived in writing, either before or after holding of such meeting, by the members, which writing shall be filed with or entered upon the records of such meeting. The attendance of such representative of a member, in person or by proxy, at any such meeting without protesting the lack of a proper notice prior to or the commencement of the meeting shall be deemed to be a waiver by the member of notice of such meeting.

Section 3.05. Quorum. Those members present at a properly called Membership Meeting shall be considered quorum for the purposes of conducting business.

ARTICLE IV

Directors

Section 4.01. Authority and Qualifications. Except where law, the Articles or these Regulations otherwise provide, all authority of the Corporation shall be vested in and exercised by a Board of Directors. The Board shall direct and carry on the business and affairs of RRCNA. Responsibilities include the oversight of the mission and management of RRCNA, policy development, planning, evaluation, allocation and resource development, and the creation/ designation of chapters of RRCNA members.

Section 4.02. Reserved Powers. Notwithstanding anything to the contrary in this Code of Regulations, the following corporate actions shall require the approval of the Board:

- (a) Sale or other disposition of substantially all of the Corporation’s assets.
- (b) Merger or consolidation of the Corporation with, or into, another entity.
- (c) Liquidation and dissolution of the Corporation.
- (d) Distributions by the Corporation.
- (e) Amendment of the Corporation’s Articles.
- (f) Amendment of this Code of Regulations.

Section 4.03. Number of Directors and Term of Office. With the exception of partner representatives, a person elected or appointed as a Member of the Board shall have experience with and potential contributions to the strategic work of Reading Recovery. The initial Directors named in the Articles will serve until the next election. The number of Directors of the Corporation shall not exceed twenty-eight (28).

Board members shall include:

- (a) the officers of the corporation;
- (b) up to two special members serving by Presidential appointment with majority approval of the Board;
- (c) the following officers of the North American Trainers Group: president, vice president, and past president;

- and the Canadian representative on the NATG Executive Committee (if appointed to NATG Executive Committee);
- (d) a representative of the Canadian Institute of Reading Recovery designated by CIRR and a representative of any entity which receives a trademark designation in North America;
- (e) the Ohio State University Department of Teaching and Learning Department Chair and the Marie Clay in Reading Recovery and Early Literacy as representatives of trademark holders in the United States;
- (f) representative members from each of the following Reading Recovery service categories - trainers, teacher leaders, teachers, and site coordinators;
- (g) representative member from the Descubriendo la Lectura Collaborative;
- (h) representative member from the Deans of Reading Recovery university training centers;
- (i) up to two partner representatives (A partner is a person who does not qualify for membership under any other category and has demonstrated a commitment to the mission of RRCNA.);
- (j) Gay Su Pinnell as founding director.

The Board shall determine the number of Board members elected from each service category.

Each elected Director from a service category shall be elected to serve a three (3) year term, one-third of the terms expiring annually, or until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office, death, or otherwise provided in the Articles.

The elected Director from Descubriendo la Lectura shall be elected to serve a three (3) year term, or until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office, death, or otherwise provided in the Articles.

The representative member from the Deans of Reading Recovery university training centers shall be appointed by the President (upon recommendation of the Nominating Committee) and shall serve a three (3) year term, or until his/her successor is duly appointed and qualified or until his/her earlier resignation, removal from office, death, or as otherwise provided in the Articles.

The partner representative(s) shall be appointed by the President (upon recommendation of the Nominating Committee) and shall serve a three (3) year term, or until his/her successor is duly appointed and qualified or until his/her earlier resignation, removal from office, death, or as otherwise provided in the Articles.

The number of Directors may be fixed or changed by the Board at a membership meeting of the Board. No reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director.

An elected member from a service category or from Descubriendo la Lectura may serve as a Director for no more than two (2) consecutive terms.

Section 4.04. Election. Board members shall be elected annually by RRCNA members in good standing as follows:

- (a) a Nominating Committee chaired by the past president and approved by the Board will be appointed by the President;
- (b) the Nominating Committee shall develop a ballot containing nominees for each office and Board position to be filled;
- (c) the ballots shall be transmitted electronically to the active members of the RRCNA in March of each year with instruction to cast their vote by means of authorized communications equipment not later than two weeks and the election process will be completed by May 1 of each year;
- (d) the counting of ballots is the responsibility of Elections Committee chaired by the Vice President. Nominees receiving the highest number of votes will be

- declared elected; and,
- (e) in the event of a tie vote, the Election Committee will propose a process to resolve ties. Board members shall take office July 1 following their election or appointment.

Section 4.05. Removal. A Director or Directors may be moved from office, with cause, only by a majority vote of the Board. The Director or Directors in question shall not participate in said vote. In case of any such removal, the new Director may be elected at the same meeting for the unexpired term of each Director removed. Failure to elect a director to fill the unexpired term of any Director removed shall be deemed to create a vacancy in the Board.

Section 4.06. Vacancies. Any vacancy of the Board caused by death, resignation, disqualification, removal or any other cause shall be filled by a majority vote of the remaining Board members, and the elected Director shall hold office until the next annual election at which time a permanent replacement will be elected by the membership.

Section 4.07. Resignation. Any Board member may resign at any time by giving written notice to the President or to the Secretary of RRCNA. The resignation of any Board member shall take effect at the time that the resigning member specifies in writing. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.08. Status Change. Any Board member who no longer satisfies the eligibility criteria for the representational category from which that member was elected may continue to serve through the remainder of the current fiscal year but may not stand for re-election in that representational category.

Section 4.09. Meetings. A minimum of four (4) regular meetings of the Board shall be held each year at such time and place as the Board may determine by a vote of the majority of the entire Board. The Directors shall hold such other meetings as may from time to time

be called. The Board is permitted to use authorized communications equipment as defined in Section 1702.01 (Q) of the Ohio Revised Code; to give notice of meetings or to give any other notices required by Chapter 1702, to allow attendance and participation in Board meetings; give a copy of any document or transmit any writing required or permitted under Chapter 1702; to vote; and for any other use set forth in Chapter 1702.

Quorum shall be established as those Directors present at a properly called Board Meeting.

Section 4.10. Notice of Meetings. Notice of the time and place of each meeting of the Directors which notice is required by law, the Articles or these Regulations shall be given to each of the Directors by at least one of the following methods:

- (a) by writing emailed or mailed not less than two (2) weeks before such meeting and sent to the Directors' preferred email or mailing address, as it appears on the records of the Corporation; or, or,
- (b) personally or by telephone not later than (10) days before such meeting.

Notice given to a Director by any one of the methods specified in these Regulations shall be sufficient, and the method giving notice to all Directors need not be uniform. Notice of any meeting of Directors may be given only by the President or Secretary of the Corporation or by the Directors calling the meeting. Notice of adjournment of a meeting of the Directors need not be given at the time and place to which it is adjourned or fixed and announced at such meeting.

Section 4.11. Waiver of Notice. Notice of any meeting of Directors may be waived in writing, before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Trustee or any meeting of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

ARTICLE V

Officers

Section 5.01, Roster of Officers. The Officers of this Corporation will consist of the following: (1) President; (2) President-Elect; (3) Past President; (4) Vice President; (5) Secretary; and (6) Treasurer. The Officers shall be members of the Board.

Section 5.02. Selection of Officers. The President shall serve for a term of one year. The President-Elect shall serve with the guidance of the President for one (1) year in preparation for his/her term as President. The Vice President shall serve with the guidance of the President-Elect for one (1) year in preparation for his/her term as President-Elect. The Past President shall serve a term of one (1) year following his/her term as President. The Treasurer shall be appointed by the President and will serve one (1) year. The Treasurer may be reappointed up to a maximum of three (3) years. The Secretary and Vice President shall be elected by the membership and shall serve one (1) year. All officers must have been a member of RRCNA for at least one (1) year prior to their nomination.

Section 5.03. President. The President will, subject to the control of the Board or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Regulations or prescribed by the Board.

The President shall appoint the Treasurer and the Special Members of the Board. The President shall also appoint the members and chairs of committees with the approval of the Board. The President shall chair the Board and the Executive Committee, and annually present the status of the organization. The President shall become Past President at the end of his/her term.

Section 5.04, President-Elect. The President-Elect will be a member of the Executive Committee and carry out any other duties as designated by the President and approved by the Board. The

President-Elect shall become the President at the end of his/her term. In the event that either the President or the Past President are unable to carry out the duties of the President, the President-Elect shall do so. In this instance, the President-Elect shall serve for the balance of the term and the subsequent year as President.

Section 5.05. Vice President. The Vice President shall perform any duties that may be prescribed by the Board. The Vice President shall serve as a member of the Executive Committee and as Chair of the Elections Committee. The Vice President shall become President-Elect at the end of his/her term. In the event that the President-Elect is unable to complete his/her term, the Vice President shall serve the remainder of this term and the subsequent year as President-Elect.

Section 5.06. Secretary. The Secretary will keep minutes of all meetings of the Board, be the custodian of the corporate records, give all notices as are required by law or by these Regulations, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board. The Secretary shall serve as a member of the Executive Committee. A current listing of the committees will be kept by the Secretary.

Section 5.07. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board. The Treasurer shall serve as a member of the Executive Committee and as the chair of the Finance Committee.

Section 5.08. Past President. The Past President shall serve as a member of the Executive Committee, chair the

Nominating Committee and perform such other duties as from time to time may be assigned by the President and approved by the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the Past President shall perform the duties of the President for the balance of the President's term, and continue to serve simultaneously as Past President.

Section 5.09. Election Procedures. The Vice President and Secretary shall be elected annually by members in good standing in the same manner as the Board. Officers shall take office July 1 following election.

Section 5.10. Removal of Officers. Any Officer elected or appointed to office may be removed by the persons authorized under these Regulations to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

Section 5.11. Resignation. Any Officer may resign at any time by giving written notice to the Board or the President or the Secretary. A resignation shall take effect at the time specified therein, and unless otherwise specified, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.12. Vacancy. Any vacancy in a Board of Director's office for any reason may be filled by the Board in such a manner as it determines to be appropriate under the circumstances.

Section 5.13. Delegation of Duties. In the absence of any officer or assistant officer or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any officer to any other officer, assistant officer, or to any Director. In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by this Code of Regulations or by the Board or any committee of Director as provided in this Code of Regulations.

ARTICLE VI

Informal Action

Section 6.01. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or these Regulations, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Section 6.02. Action by Consent. Any action required by law or under the Articles of Incorporation of this Corporation or these Regulations, or any action that otherwise may be taken at a meeting of either the Members or Board, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed individually or collectively by at least two-thirds of all the persons entitled to vote with regard to the subject matter of the consent, or two-thirds of all Directors in office, and filed with the Secretary of the Corporation. Actions taken in this manner shall pass by a simple majority of eligible voters unless otherwise specified in this Code.

ARTICLE VII

Committees

Section 7.01. Program Standing Committees. The Board may in its work designate Program Standing Committees to fulfill duties as needed. Members of Program Standing Committees shall be recommended by the President and approved by the Board. A member of Descubriendo la Lectura and of the Canadian Institute of Reading Recovery will be represented on all Program Standing Committees, whenever feasible.

Section 7.02. Governance Standing Committees. The Board may in its work designate Governance Standing Committees to fulfill duties as needed. Members of Governance Standing

Committees shall be recommended by the President and approved by the Board. Whenever feasible a member of Descubriendo la Lectura and of the Canadian Institute of Reading Recovery will be represented on all Governance Standing Committees.

Section 7.03. Subcommittees. Standing Committees may create subcommittees to fulfill commissioned tasks by presenting a written request to the President for approval. Subcommittees of Standing Committees function with the same membership and term structures as the parent committee.

Section 7.04. Terms of Committee Members. Standing Committee and Subcommittee members shall designated terms as appointed.

Section 7.05. Ad hoc Committees. The Board may in its work employ Ad hoc Committees which shall have duties and responsibilities as are granted to them by the Board. The Ad hoc Committee members shall be recommended by the President and approved by the Board to carry forth a specified mission.

Section 7.06. Terms for Ad hoc Committee Members. Ad hoc Committee members shall be appointed for as long as necessary to complete the assigned task.

Section 7.07. Formal Action for Committees. In all matters eventuating in formal action by Committees, each attending member shall have one vote. A majority vote of the members present shall be necessary for a proposition to prevail unless otherwise noted in these bylaws.

Section 7.08. Executive Committee. With the exception of the power to fill vacancies on the Board and to encumber fiduciary responsibility wholly or severally upon the Board, the Executive Committee shall have the power of the Board between meetings of the Board. It shall be composed of the elected and appointed officers of RRCNA. Four members of the Executive Committee shall constitute a quorum. Notice of all meetings shall be given to all members of the Committee. A simple majority vote shall be decisive. Meetings may be

held in-person or by means of authorized communications equipment. Major actions of the Executive Committee shall be ratified by the Board at its next regularly scheduled meeting.

ARTICLE VIII

Operations

Section 8.01. Fiscal Year. The fiscal year of this Corporation is July 1 through June 30.

Section 8.02. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer, the President or the Executive Director. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President or the Executive Director.

Section 8.03. Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board, and Executive Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, classes and other details of the membership of each member, and the original or a copy of its Regulations including amendments to date certified by the Secretary of the Corporation.

Section 8.04. Inspection of Books and Records. All books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Section 8.05. Annual Review. The Board shall cause the books and records to be kept and annually reviewed and shall make the annual review available to members.

Section 8.06. Nonprofit Operation. This Corporation will not have or issue share of stock. No dividend will be paid, and

no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Section 8.07. Loans to Management. This Corporation will make no loans to any of its Directors or Officers.

Section 8.08. Conflict of Interest. Whenever a member of the Board has cause to believe that a matter to be voted upon would involve that member in a conflict of interest, that member shall announce the conflict of interest and shall abstain from voting on such matter. Conflict of interest is any matter and/or occasion that may provide or result, either directly or indirectly, in personal advantage or gain to the member.

Section 8.09. Executive Director Appointment and Authority. The Board may appoint an Executive Director who shall be the chief executive officer of the RRCNA. The Executive Director shall be responsible for the administration of RRCNA subject to the policies and action of the Board. The Executive Director shall execute the policies of the Board and apply the action of the Board to the broader public as appropriate. The Executive Director shall have such authority as may be necessary to carry out the purposes of RRCNA, including, but not limited to, executing all legal documents on behalf of RRCNA as needed to perform the functions of RRCNA, appointing personnel necessary for the operation of RRCNA, delegating responsibility, and authority to another person, issuing checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of RRCNA, and investing funds to provide additional resources to further the purposes of RRCNA.

Section 8.10. Investments. The Board, in compliance with accepted standards of fiduciary conduct, will invest funds to provide additional resources to further the purposes of the RRCNA.

Section 8.11. Diversity. In the nomination, election and appointment procedures of the RRCNA a balance

shall be sought from the full diversity of individuals that compose RRCNA including, but not limited to, racial, ethnic, geographical, gender, age, and language diversity, as well as individuals representing Descubriendo la Lectura, Canadian Institute of Reading Recovery, and any other entity which received a trademark designation in North America. RRCNA will not endorse any religion. In addition, the Board shall be recruited and selected such that the Board make up reflects the full range of skills and expertise necessary to facilitate the fulfillment of RRCNA's mission.

Section 8.12. Indemnification. The Corporation shall indemnify any officer, director or employee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee, agent or volunteer of the Corporation, against expenses (including but without limitation, attorney's fees, filing fees, court reporters' fees and transcripts costs), judgments, fines in amounts paid in settlement actually and reasonably incurred by he/she in connection with such action, suit or proceeding if he/she acted in good faith in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which he/she may be otherwise entitled.

ARTICLE IX

Amendment

Section 9.01. Modification of Regulations. The power to alter, amend, or repeal these Regulations, or to adopt new Regulations, to the extent allowed by law, is vested in the Board pursuant to Section 4.02.