

THE MARYLAND COLLEGE LEARNING CENTER ASSOCIATION, INC. BY LAWS

Article I. Name The name of this ICLCA affiliate organization shall be the **Maryland** College Learning Center Association (MDCLCA).

Article II. Purpose

Section 1.

The purpose of the organization is to create a network of college learning support professionals in postsecondary institutions operating in the state of Maryland.

Objectives of the organization are to:

- a) Support learning assistance professionals as they develop and maintain learning centers, programs, and services to enhance student learning at the postsecondary level;
- b) Promote professional standards in the areas of administration and management, program development, curriculum design, evaluation, and Research;
- c) Act on learning assistance issues at the local and state levels;
- d) Assist in the creation of new and enhance existing learning centers and programs;
- e) Provide opportunities for professional development, networking, and idea exchange through conferences, workshops, institutes, and publications;
- f) Coordinate efforts with related professional associations and offer forums for celebrating, supporting, and promoting the profession; and
- g) Further collaboration among learning centers throughout the mid-Atlantic region.

Article III. Membership

Section 1. Membership

Membership shall be open to, but not restricted to, learning center professionals including faculty, staff, and students in postsecondary institutions operating within the state of Maryland or within the Mid-Atlantic region. Types of membership shall be individual with two different tiers: Level 1 (professional) and Level 2 (student/emeritus).

Section 2. Individual memberships

Individual memberships are opened to any person who is actively involved in or interested in postsecondary learning centers or related activities in a postsecondary institution operating within the state of Maryland or within the Mid-Atlantic region. Individual memberships carry voting privileges.

Section 3. Emeritus memberships

Emeritus memberships are opened to any person who is retired from the learning center profession and who wishes to participate in the benefits and enrichment of association with members currently practicing the profession. Dues for Emeritus members may be established at a reduced rate. Emeritus memberships carry voting privileges.

Section 4. Lifetime memberships

Lifetime memberships are open to those individuals who have been recognized by Maryland for their service to the learning center profession and practice. Lifetime membership will have no dues associated with the status. Lifetime memberships carry voting privileges and will be offered to each immediate past-president.

Section 5. Good standing

To remain in good standing, members shall be current in any assessed membership dues.

Section 6. ICLCA membership

MDCLCA Executive Board members are required to be current, active members of ICLCA, and all MDCLCA members are strongly encouraged to join ICLCA as well, so that they may take full advantage of the many benefits of membership.

Section 7.

The MDCLCA does not discriminate because of ethnic background, national heritage, sex, religious affiliation, sexual preference, age, or disability.

Section 8. Membership Year

The membership year will begin on February 1st and terminate January 31st the next calendar year.

Section 9. Renewals

Memberships may be renewed with an application and payment of the annual dues.

Section 10. Dues

Annual dues will be \$25 for professionals and \$15 for students enrolled at least halftime in a postsecondary institution. Those requesting student rates should include proof of student status. Annual dues for Emeritus members will be \$15. Changes in the amount of dues may be recommended by the treasurer or a majority of the membership and shall be passed by two-thirds (2/3) vote of the membership.

Article IV. Board of Directors

Section 1. General Powers and Number

The business and affairs of the MDCLCA shall be managed by its Board of Directors

according to MDCLCA Bylaws. The Board of Directors shall consist of seven members, including a student member. All officers serving on the Board will serve on a voluntary basis with no monetary remuneration from MDCLCA, including expenses unless approved by the MDCLCA Board.

Section 2. Composition

The MDCLCA Board of Directors shall consist of the following officers: The President, the Immediate Past-President, the Vice-President, Secretary, Marketing and Communications Chair, Treasurer, and a Student Representative.

Section 3. Tenure and Qualifications

Each officer on the Board of Directors shall serve until his/her successor is elected, or until his/her death, resignation, or removal, whichever comes first. An officer may resign at any time by filing his/her resignation with the MDCLCA President.

Section 4. Vacancies

Temporary vacancies on the Board of Directors may be filled for the remainder of the unexpired term by appointment of the President or the Vice-President in the event the President is not available.

Section 5. Meetings/Notice

a) The Board of Directors shall meet in open session not less than twice annually. One of these meetings will be held during the affiliate association annual meeting and the other at the national association's annual conference. The agenda of these meetings shall be set by the President in consultation with the Board of Directors. Members of the MDCLCA may place items on the agenda by notifying a member of the Board of Directors. The President shall give notice of the meetings to the members of the Board at least thirty (30) days in advance. Meetings may be held in person or online at the discretion of the Board of Directors.

b) Special Meetings. Special meetings of the Board may be called by the President or at the request of any two of the Board of Directors. The President shall designate the time and place for any such special meetings and shall give notice to each Member of the Board of Directors at least seven (7) days in advance of the meeting. The notice for this meeting shall state the business to be conducted. At such special meetings, no business other than that stated in the notice shall be transacted.

c) Notice. Written notice of any meeting of the Board of Directors shall be delivered individually to each Director by electronic mail.

Section 6. Quorum/Voting.

Fifty-one percent of the members of the Board of Directors present either in-person or via phone shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote at any meeting of the Board of Directors. To be enacted, all motions must receive a majority vote of the Board of Directors.

Section 7. Actions without a Meeting.

Unless otherwise restricted by law or the Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to or after such action a written consent or confirmation thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with minutes of proceedings of the Board or committee. Actions requiring expenditures of corporate funds in excess of \$100.00 must have prior Board approval.

Section 8. Manner of Acting.

The act of the majority of the Board of Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Conduct of Meetings.

The President, and in his/her absence, the Vice-President, and in his/her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary of the MDCLCA shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Director or any other person present to act as secretary of the meeting.

Section 10. Presumption of Assent.

A Director of the MDCLCA who is present at a meeting of the Board of Directors or a committee thereof which he/she is a member at which action on any association matters taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes in the meeting or unless he/she shall file written dissent by registered mail or electronic mail to the Secretary of the MDCLCA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Article V. Officers

Section 1. Election and Term of Office.

The officers of the MDCLCA shall be a President, the Immediate Past President, the Vice-President, the Secretary, Marketing/Communications Officer, Treasurer, and Student Representative. Officers (other than the President and Past President) are selected biannually by being nominated by the Nomination Committee first, and then elected receiving a majority of the votes cast by secret ballot of the membership. The Vice President is elected annually according to this procedure. The Vice President shall assume the role of President after one year in office. The President shall assume the office of Past President for the year immediately following the expiration of his/her term as president. Officers shall assume office on June 1 in the year in which they are elected (or when the term as President or Vice-President expires), and serve until May 31 one year hence for President and Vice-President, and two years hence for all other officers, or until death, resignation, or removal, whichever comes first. Election of the Officers shall be staggered in order to ensure sustainability of the Board.

Section 2. Recall.

A petition signed by one-fifth (1/5) of the membership is required to initiate the recall of any officer of the MDCLCA. Such recall then requires a regular motion, and a majority vote of the membership or two-thirds (2/3) vote of those members present at any annual meeting of the affiliate.

Section 3. Vacancies.

The President may temporarily fill any vacancy among the officers by designating a replacement from among the members of the affiliate who shall serve until the next annual successor shall be elected.

Section 4. President.

The President shall carry out the following responsibilities:

- a) Serve as the principal officer of the affiliate and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the MDCLCA;
- b) Act as chairperson and presiding officer of the Board of Directors, shall act as presiding officer at every meeting of the membership of the affiliate MDCLCA, and prepare the agenda for these meetings;
- c) Call special meetings of the affiliate Board of Directors;
- d) Serve as an ex/officio member of all standing committees and task forces;
- e) Act as liaison and official representative to other professional associations;
- f) Serve as liaison to the International association (ICLCA);

- g) Ensure effective transitions for all offices;
- h) Establish and maintain the calendar for his/her presidential year;
- h) Draft position papers on topics of professional ethics, standards for adoption of the membership, or issues affecting learning assistance professionals;
- i) Coordinate research activities of the MDCLCA; and
- j) Serve as a member of the Nomination Committee.

Section 5. Immediate Past President.

The Immediate Past President shall:

- a) Act as parliamentarian;
- b) Serve as an advisor to the President and general membership, as needed;
- c) Chair the Nomination Committee and coordinate all functions of the election of officers, including tabulation of votes with assistance of the President; and
- d) Serve as a mentor to new learning centers.

Section 6. Vice-President.

The Vice-President shall:

- a) Assume the duties of the President in the President's absence;
- b) Chair the Professional Development Committee, which includes coordination of the affiliate annual meeting/conference;
- c) Coordinate any other professional development activities;
- d) Assume the office of President after serving one year as Vice-President; and e) Serve as a member of the Nomination Committee.

Section 7. Secretary.

The Secretary shall:

- a) Record the minutes of all business meetings of the membership and of the Board of Directors;
- b) Prepare and submit to the membership any Bylaw revisions;
- c) Notify members of all ratified changes in the Bylaws and maintain the accurate, most current copy of the same;
- d) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- e) Maintain and update the archives and records of the MDCLCA;
- f) Serve on the Professional Development Committee to assist with planning of the annual affiliate meeting/conference;
- g) Maintain and analyze a database of membership records;
- h) Serve as registrar for affiliate annual meeting;
- i) Receive and process membership dues and conference registration fees; and

j) Maintain and update membership listserv.

Section 8. Treasurer.

The Treasurer shall:

- a) Receive, record, hold, and disburse all monies of the MDCLCA at the direction of the Board of Directors;
- b) Arrange for an annual compilation of the treasurer's accounts;
- c) Present an annual statement of the MDCLCA's accounts to the membership;
- d) Prepare the Annual Budget in conjunction with the board;
- e) Arrange to have any tax forms or forms regarding the legal status of the MDCLCA properly prepared and submitted; and
- f) Collect and account for monies related to the annual meetings and conferences.

Section 9. Marketing and Communications Officer.

The Marketing and Communications Officers shall:

- a) Evaluate and identify new means of enhancing communications among the Board of Directors, ICLCA, and MDCLCA membership and educators working in the field of learning assistance;
- b) Create, coordinate, and distribute all promotional material and official correspondence of the MDCLCA;
- c) Serve on the Professional Development Committee to assist with the planning of the annual affiliate meeting/conference;
- d) Coordinate membership drives for retention and recruitment; and e) Develop, maintain, and oversee the MDCLCA website.

Article VI. Finances

Section 1. Assessments.

By two-thirds (2/3) vote of the membership, members may levy assessments against themselves.

Section 2. Expenditures.

Expenditures of organizational funds shall be governed by policies established by the Board of Directors.

Section 3. Dissolution.

Upon dissolution of the MDCLCA, assets shall be distributed to the National College Learning Center Association (NCLCA).

Articles VII. Affiliations

Section 1.

The MDCLCA is an affiliate of the International College Learning Center Association (ICLCA) and no other organizations.

Article VIII. The Terms of Office and Responsibilities of Standing Committees.

Section 1. Appointments to Standing Committees.

MDCLCA will have two standing committees: Nomination Committee (chaired by the Immediate Past President) and the Professional Development Committee (chaired by the Vice-President). The MDCLCA may also create at its discretion other standing committees to be chaired by Board members. All committees may appoint co-chairs at the Board's discretion.

Section 2. Duration and Service on Standing Committees.

Chairpersons of the Standing Committees serve during their term of office. All other committee members serve from August to May and are called together as needed by the chairperson.

Section 3. Meetings of the Standing Committees.

The Standing Committees shall meet at the annual meeting and if necessary at intervals agreed upon by the committee.

Section 4. Procedure for Formation of New Standing Committee.

The Board of Directors may by a majority vote form new Standing Committees necessary to further the purpose of the MDCLCA.

Section 5. Procedure for Formulation of Task Forces.

As needed, task forces may be established on a temporary basis; the time limit, charge, and chairperson for a task force shall be set by the President with the approval of the Board of Directors.

Section 6. Standing Committees Membership and Responsibilities.

The Standing Committees' membership and responsibilities shall be the following:

a) Professional Development Committee

1) Members. The Professional Development Committee shall be chaired by the Vice-President. It shall have at least five (5) additional members, including the Marketing and Communications Officer and Secretary. Membership should be representative of the association as a whole.

2) Responsibilities.

.01) Planning the MDCLCA's annual affiliate meeting/conference;

.02) Coordinating any other relevant professional development activities; and

.03) Reviewing conference presentation proposals

b) Nominations Committee

1) Members. The Nomination Committee shall be chaired by the Immediate Past President. It shall have at least five (5) additional members, including the Current President and Current Vice-President.

Membership should be representative of the association as a whole.

2) Responsibilities.

.01) Solicit nominations from the membership for election to the Board of Directors;

.02) Prepare a slate of such candidates for majority approval by the current Board of Directors;

.03) Confirm nominations;

.04) Prepare the ballot; and

.05) Be responsible for the balloting procedure and for the tabulation of the votes. New officers will be announced via electronic mail. An official tally of the votes will be submitted to the Board and included in the Board minutes as the legal record of votes.

Article IX. Initiative and Referendum

A petition signed by one-fifth (1/5) of the membership is required to initiate proposals on behalf of the MDCLCA or to initiate recession of any previous action taken by the Board or its officers. Such action, initiatives, or referenda then require a regular motion and a majority vote of the membership or two-thirds (2/3) of those members present at any annual affiliate meeting of MDCLCA.

Article X. Rules of Order

Robert's Rules of Order shall be the parliamentary authority for proceedings of the MDCLCA.

Article XI. Amendments

Section 1.

The Bylaws may be amended by a majority vote of at least ten percent (10%) of the membership at the annual affiliate or at a special meeting of the MDCLCA membership provided the proposed amendments have been included in the notice calling the meeting

Section 2.

The Bylaws may also be amended by a majority vote of the Board of Directors, provided no fewer than fifty-one percent of the Board of Directors are present.

Article XII. General Meetings

Section 1.

The annual general meeting of the membership of the MDCLCA shall take place at a time and place specified by the Board of Directors. An agenda for this annual general meeting shall be provided at the opening session of the affiliate meeting or upon prior request.

Section 2.

Other regular meetings of the membership may be determined by the Board of Directors or by the membership at any annual affiliate meeting.

Section 3.

Special meetings of the membership may be called by the President, and/or upon petition of a majority of the Board of Directors, and/or upon petition of twenty-five percent (25%) of the membership.

Section 4.

Notice and the proposed agenda of all meetings of the membership other than the annual general meeting shall be sent to all members of the MDCLCA at least thirty (30) days prior to the meeting dates.

Section 5.

All members of the MDCLCA have the right to attend all general meetings. They may attend Board of Directors and committee meetings as non-voting participants.

Section 6.

In any general meeting, ten percent (10%) of the regular membership shall constitute a quorum.

Section 7.

The Board of Directors shall meet together during the MDCLCA's Annual Meeting to discuss and coordinate activities for the coming year.

Article XIII. Dissolution

The MDCLCA may be dissolved by the affirmative vote or written consent of three fourths (3/4) of all the members of the MDCLCA. Upon the dissolution of the MDCLCA, all assets of the MDCLCA shall be distributed to the International College Learning Center Association (ICLCA). Additionally, the National College Learning Center Association may, at the discretion of the National Board of Directors, dissolve or merge affiliate organizations.

Article XIV. Indemnification

Section 1.

This MDCLCA shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative other than an action by or in the right of this MDCLCA by reason of the fact that he/she is or was a Director or officer of this MDCLCA, or is or was serving at the request of the MDCLCA as a Director, officer, employee or agent of another organization or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by his/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the MDCLCA, and with respect to any criminal action or proceeding, has no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the MDCLCA, proceeding has reasonable cause to believe that this conduct was unlawful.

Section 2.

This MDCLCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the MDCLCA to procure a judgment in its favor by reason of the fact that he/she is or was a Director or officer of the MDCLCA or is or was serving at the request of the MDCLCA as a Director, officer, employee, or agent of another Association or other enterprise, against expenses, including attorneys' fees actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the MDCLCA, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of his duties to the MDCLCA unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses to the extent that the Court shall deem proper.

Section 3.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the MDCLCA in advance in the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the MDCLCA as authorized herein. Any such advancement shall be made by

this MDCLCA only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he/she would probably meet the applicable standard of conduct set forth in Section 1 or Section 2, as the case may be. Such determination shall be made:

- a) By the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding;
- b) If such quorum is not attainable, or even if attainable, a quorum of disinterested Directors so directs by independent legal counsel in a written opinion.

Section 4.

Indemnification provided herein shall continue as to a person who has ceased to be a Director or officer of the Corporation and shall ensure to the benefit of the heirs and personal representative of such person.

Article XV. Seal

The MDCLCA shall have no seal.

Article XVI. Initial Officers.

The MDCLCA will determine, choose, and elect its own Board of Directors. The National Board will appoint the first affiliate board based on the nominations brought forward in the affiliate application. The initial affiliate board serves from the time the organization is approved to the first annual affiliate organization meeting at which time elections are held and subject to terms of regular board nomination and election outlined above.

The Bylaws were drafted on 10/31/16. This draft was amended 11/17 /16.

These bylaws were approved by ICLCA and MDCLCA on 12/16/16.

These bylaws were amended on 1/24/23, 2/8/24, 4/8/24