

**BYLAWS OF THE PENNSYLVANIA BRANCH
OF THE INTERNATIONAL DYSLEXIA ASSOCIATION**

ARTICLE 1 - NAME, RELATIONSHIP TO THE ASSOCIATION

1. The name of this corporation, herein after referred to as the Branch, shall be the Pennsylvania Branch of The International Dyslexia Association, Founded in Memory of Samuel T. Orton. The Branch, a non-profit corporation, is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.
2. These Bylaws of the Branch are subordinate to the Articles of Incorporation and the Bylaws of The International Dyslexia Association, herein referred to as The Association, the parent organization of the Branch. In the event of conflict, the Articles of Incorporation and the Bylaws of The Association shall prevail.
3. The policies of the Branch shall be consistent with those of The Association.

ARTICLE II - PURPOSES

1. The purposes of the Branch shall be to promote knowledge of dyslexia and related disorders and of literacy acquisition, as originally pioneered by the late Samuel T. Orton and others, and as enhanced by ongoing theory, research, and application. In particular, the Branch shall:
 - A. be a non-profit, scientific and educational organization for the multidisciplinary study and treatment of individuals with dyslexia and related disorders;
 - B. support the purposes of The Association and abide by its polices and procedures;
 - C. consist of members, a Board of Directors, Officers, an Executive Committee, and a Council of Advisors;
 - D. support and encourage study and research into the nature of dyslexia and related disorders as well as all aspects of the acquisition and mastery of written language, including, but not limited to, reading, spelling, and writing;
 - E. promote the appropriate diagnosis and treatment of dyslexia and related disorders;
 - F. promote, encourage, and support the preparation and continued education of

professionals and other personnel to ameliorate the impact of dyslexia and related disorders and to promote optimal methods of reading instruction for all children; and

G. promote public awareness and understanding of dyslexia and related disorders, as well as, knowledge of factors important to learning to read and write, through responsible dissemination of research based knowledge.

2. The fiscal year shall be from January 1 to December 31.

3. The Branch shall receive, hold, and invest funds and make disbursements in payment of lawful indebtedness. These transactions shall be carried out in accordance with and as directed by the Bylaws of the Branch, and as directed or authorized by the Board of Directors, hereinafter referred to as the Board. Any solicitation of funds shall conform to the guidelines as approved by The Association.

ARTICLE III - MEMBERSHIP

1. Membership shall be open to any individual in sympathy with the purpose of The Association and the Branch, without regard to age, sex, creed, color, disability, nationality, ethnic/religious background or marital status.

2. One must be a member of The Association to be a member of this Branch. Membership categories are those defined by The Association.

3. Membership rights are the same as those defined by The Association.

4. The amount of dues for each membership category shall be determined by The Association. Dues shall be paid directly to The Association.

5. A portion of each Branch member's dues, as determined by the Board of Directors of The Association, shall be transmitted to the Branch.

6. When dues are submitted with an application for initial membership or to reactivate a lapsed membership, dues remain current for one year from the date of payment. When submitted with a renewal of membership, dues remain current from the annual anniversary date.

ARTICLE IV - OFFICERS

1. OFFICERS:

A. The Officers of the Branch shall be a President, a Vice president, a Corresponding Secretary, a Recording Secretary, a Treasurer, and, when in effect, a President-elect and an Immediate Past president. These Officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the Branch.

- B. No member of the Branch shall hold more than one officership at the same time on the Board of Directors of the Branch.

2. PRESIDENT:

- A. On the 1st of January following the completion of his/her term, the President-elect shall assume the office of President for one two-year term or until a successor assumes the office of President. The President shall be eligible for an additional two year term.
- B. The President shall preside at all business meetings of the Branch, the Board, and Executive Committee and shall represent the Branch at all meetings of The Association's Branch Council.
- C. The President shall provide leadership to the Branch; shall be an ex-officio member of all committees, except the Nominating Committee; and shall perform such other duties as are incident to this office, or as may be properly required of the President by the actions of the Branch or the Board.
- D. At the conclusion of the term of office, the President shall serve as an Ex-Officio member of the Board for one year.
- E. The powers, duties, authority, and limitations of the position of the President shall devolve, temporarily, during any absence or disability of the President, to the President-elect, or, if there is no President-elect, upon the Vice-president. The Executive Committee shall resolve any question about the existence or nonexistence of disability on the part of the President.

3. PRESIDENT-ELECT:

- A. In the annual election in 2010 and every two years thereafter, when the Nominating Committee determines that a president-elect shall be nominated, one individual, from among present or former Board members, shall be elected by the membership as the President-elect for a one year term.
- B. On the 1st day of January following the conclusion of his/her term, the President-elect shall assume the office of President.

4. VICE PRESIDENT:

- A. In an annual election in 2010 and every two years thereafter, one individual, from among present or former Board members, shall be elected by the membership as Vice-president for a two year term. The Vice president shall be eligible for re-election for a second two year term.
- B. The Vice president shall be responsible for working with the President as needed in

carrying out the duties of the President, serving on committees as assigned and such other duties as are necessary or assigned by the President of the Board.

5. CORRESPONDING SECRETARY:

- A. In an annual election in 2011 and every two years thereafter, one individual, from among the Branch's membership, shall be elected by the membership as Corresponding Secretary for a two year term. The Corresponding Secretary shall be eligible for re-election for a second two year term.
- B. The Corresponding Secretary shall write all letters and communications as directed by the President and the Board.
- C. The Corresponding Secretary shall cause to be received, all ballots, coordinate the counting of the same, and report the results of all Branch elections and votes to the membership of the Branch and to The Association. A member of the Branch may cast his/her ballot in person at the Annual Meeting or by mailed ballot, provided such ballot reaches the Secretary before the polls are declared closed at the beginning of the business session of the Annual Meeting.
- D. The Corresponding Secretary shall maintain a roster of current Directors and Officers including their current addresses and telephone numbers, and shall maintain a current member roster including addresses and telephone numbers.
- E. The Corresponding Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

6. RECORDING SECRETARY

- A. In an annual election in 2011, and every two years thereafter, one individual from among the Branch membership, shall be elected by the membership as Recording Secretary. The Recording Secretary shall be eligible for re-election for a second two year term.
- B. The Recording Secretary or in his/her absence, a Secretary pro tem appointed by the President, shall take attendance and minutes at all meetings of the Board and the Executive Committee; present minutes to the Board, the Advisory Board, the International Office, and the President of The Association. The Secretary shall keep a record of all of the proceedings of the Branch.
- C. The Recording Secretary shall ensure that all amendments to the Articles of Incorporation and the Bylaws, and other corporate documents are properly recorded and distributed.
- D. The Recording Secretary shall ensure that any new policies enacted by the Board are

added to the Branch's policy manual.

- E. The Recording Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

7. TREASURER:

- A. In an annual election in 2010 and every two years thereafter, one individual, from among the Branch's membership, shall be elected by the membership as Treasurer for a two year term. The Treasurer shall be eligible for re-election for a second two year term.
- B. The Treasurer or bonded agent appointed by the Treasurer, with the approval of the Board, shall receive and deposit in a depository designated by the Board; all funds collected by and paid to the Branch; keep available accurate and current accounts of all such receipts and disbursements; render to the President and the Board an account of the financial condition of the Branch semiannually; render to the Executive Committee an account of the financial condition of the Branch quarterly; have power to sign checks, and to endorse, for collection only, all check drafts and other negotiable instruments payable to the Branch; and acts as chairperson of the Budget and Finance Committee. All checks greater than \$1,000 must have prior approval of the President.

8. IMMEDIATE PAST-PRESIDENT:

At the conclusion of his/her term, the President shall serve a one year term as a member of the Board in the position of Immediate Past-president. Thereafter, for a period of one year, the individual shall be ineligible for election to the Board.

9. REPLACEMENTS:

- A. In the event of the removal, resignation, or death of the President, the President-elect, shall assume the office of President, finishing the remainder of that term, and then continue with his/her regular two-year term. If there is no President-elect, the Vice-president shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of 15 members of the Board. Upon election the replacement shall immediately assume the office of President and shall serve out the balance of the unexpired term.
- B. In the event of the removal, resignation, or death of the President-elect, the Nominating Committee shall nominate a replacement, subject to election by affirmative votes of 15 members of the Board. Upon election the replacement shall immediately assume the office of President-elect and shall serve out the balance of the unexpired term, at which time, he/she will assume the office of President.

- C. In the event of the removal, resignation, or death of the Vice-president, the Recording Secretary, the Corresponding Secretary, or the Treasurer, the President shall nominate a replacement, subject to election by the affirmative votes of 15 members of the Board. Consideration should be given to recommendations from the Nominating Committee. Upon election the replacement shall immediately assume office and shall serve out the balance of the unexpired term.

10. **DETRIMENTAL ACTIONS:**

An Officer may be removed from office by the affirmative votes of two-thirds majority of the total membership of the Board when the actions of the Officer are judged detrimental to the Branch.

11. **ASSUMPTION OF OFFICE:**

The Officers, Directors, and members of the Nominating Committee shall assume office on the 1st day of January following their election at the Annual Meeting.

ARTICLE V - BOARD OF DIRECTORS

1. There shall be a Board vested with the authority and responsibility for establishing policy, managing all affairs of the Branch, and advancing the interests of the Branch in accordance with the Articles of Incorporation and the Bylaws of the Branch and the Bylaws of The Association.
2. The Board of Directors shall consist of its Officers and 21 elected members, some of whom may also be officers of the Branch (as specified under Article IV), to be known as Directors. All voting members of the Board must be members of the Branch.
3. Membership from the Regional Groups of the Branch will determine Board representation numbers; Board representation will be proportional to regional membership. Proportionality of Board representation will be reviewed every three years, to be reflected next in the 2012 ballot.
4. Directors of the Board shall be elected for a term of three years. Following the completion of two full consecutive terms, a Director shall be ineligible for re-election for a period of one year. Directors of the Board shall be divided into three classes of terms of expiration, each consisting of an equal number of Directors. Starting in 2010, 1/3 of the Directors shall be elected for a one year term, 1/3 for a two year term and 1/3 for a three year term.
5. Directors shall assume office on 1st day of January following their election at the Annual Meeting.
6. No employee of the Branch or The Association shall be eligible for nomination or election as a Director or Officer or appointment to any of the Branch's committees. Employees of the Branch or of The Association may be members of Committees.

7. There shall be at least four meetings of the Board per year. In addition, the Board may meet as many times and in such places as it shall deem necessary for the fulfillment of its duties.
8. The President must call a meeting of the Board upon the written request of ten members of the Board and the reason for such meeting must be stated in advance.
9. Notice of meetings of the Board, including date, time, and purpose of said meeting, shall be sent to the members at least two weeks in advance of the meeting unless a condition of emergency exists.
10. If geographical or other hardship prevents Board members from participating in Board meetings in person, arrangement may be made at least one week ahead of time for participation through other means.
11. A majority of the entire membership of the Board, in addition to the President or the presiding Officer, shall constitute a quorum.
12. A Director may be removed from the Board by the affirmative votes of two-thirds majority of the total membership of the Board when the actions of the Director are judged to be detrimental to the Branch.
13. In the event of the removal, resignation, or death of a Director, the President, shall nominate a replacement, subject to election by affirmative votes of 15 members of the Board. Consideration should be given to recommendations from the Nominating Committee. The replacement shall immediately assume the position and shall serve out the balance of the unexpired term. If the term is less than a one-half term, the replacement is eligible to be elected to two full terms in his/her own right. If the remainder of the term is longer than a one-half term, the replacement is eligible to be elected to one further successive term.
14. All voting members of the Board shall serve without compensation.
15. Each Board member, present or past, shall be indemnified to the extent of the Branch's insurance coverage against liabilities and reasonable costs and expenses incurred as a result of any suit or proceeding in which he/she may be involved because of such office. Such indemnification shall exclude liability or expense incurred by action known at the time by such person to be unlawful, or arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties of such office.
16. Any money raising activity or solicitation of gifts or grants by the Branch shall conform strictly to policies approved by The Association.
17. Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall distribute assets to the federal,

state, or local government for a public purpose. Any remaining assets, not so disposed of, shall be disposed of by a court of competent jurisdiction, in the county in which the principle office of the organization is then located, exclusively for public purposes.

ARTICLE VI - EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of all Officers of the Branch: the President, Vice President, Treasurer, the Recording Secretary, the Corresponding Secretary, the President-elect, the Immediate Past-president, the Chair of the Regional Standing Committee, the Annual Conference Chair, and one member of the Board appointed by the President. The President may appoint the Newsletter Chair to the Executive Committee on a yearly basis.
2. The Executive Committee shall:
 - A. act in lieu of the Board between Board meetings;
 - B. carry out directives of the Board;
 - C. determine the duties, responsibilities, and salaries of any employees;
 - D. review any salaries annually prior to formulation of the budget by the Budget and Finance Committee; and
 - E. Approve the auditor as recommended by the Budget and Finance Committee.
3. Meetings of the Executive Committee shall be called at the discretion of the President.
4. A quorum of the Executive Committee shall consist of a majority of the total Executive Committee.
5. The minutes of all meetings of the Executive Committee shall be taken by the Recording Secretary or other Officer designated by the President in the Recording Secretary's absence and shall be sent to all members of the Board, the International Office, and the President of The Association by the Recording Secretary.

ARTICLE VII - COMMITTEES

1. COMMITTEES:

The standing committees of the Board shall be the 1) Budget and Finance, 2) Annual Conference, to include Regional Conferences, 3) Outreach, 4) Newsletter Committee, 5) Nominating, 6) Public Relations, 7) Membership Regional Standing Committees (see below Article VIII), and any other such standing committees as determined by the Board which are required to conduct the purposes and goals of the Branch. Ad hoc committees may be established by the President with the approval of the Board.

2. APPOINTMENT TO COMMITTEES:

The chairperson and members of each committee, unless otherwise specified in these Bylaws or Board policies, shall be appointed by and serve at the pleasure of the President. Each committee chairperson shall be accountable to the Board as a whole. Committee chairs and members, unless otherwise specified, must be members of the Branch but need not be on the Board. The Chairs of the Regional Standing Committees will be appointed by the President in consultation with the Regional Standing Committees. The Branch President Shall not be a Regional Standing Committee Chair.

3. BUDGET RESPONSIBILITIES:

Annually, and in a timely fashion, each Committee shall submit a budget request to the Treasurer covering the proposed activities of that committee for the ensuing fiscal year.

4. LIMITATIONS ON EXPENSES:

No chairperson or member of a committee shall, beyond the limits of the approved budget, expend or commit money without prior approval of the Board.

5. THE BUDGET AND FINANCE COMMITTEE:

This committee shall consist of the Treasurer, who shall be chairperson, representatives from each Regional Standing Committee, and at least two other members of the Branch. The representatives from the Regional Standing Committees shall not be the Chair of those Committees. The Budget and Finance Committee shall:

- A. Ensure that all state and federal regulatory requirements are met, and ensure adherence to all applicable policies and procedures of The Association;
- B. prepare annually for Board approval a budget of estimated revenue and expenses;
- C. present the books for audit;
- D. provide a set of guidelines for the collection, disbursement, and deposit of money;
- E. study and recommend investment and financial policies;
- F. investigate the availability of grants from foundations and other sources;
- G. determine ways in which revenue may be obtained from materials which may be rented or sold to the public; and
- H. make recommendations regarding the aforementioned to the Board.

6. ANNUAL CONFERENCE COMMITTEE

The committee shall be responsible for planning and carrying out all aspects of the Annual Conference. There shall be a Conference Program Subcommittee of the Annual Conference Committee. The responsibilities of this Subcommittee shall be securing the Keynote speaker, the workshop presenters and the workshop chairs, and providing support to the Regional Conference Committee(s).

7. OUTREACH COMMITTEE

The Committee shall be responsible for all events scheduled for the community, including but not limited to Parent, Adult, and Teacher Support groups, and meetings in collaboration with other groups.

8. THE MEMBERSHIP COMMITTEE:

This committee shall consist of a Chairperson and at least two other members of the Branch. The committee shall:

- A. promote growth of the Branch, and
- B. develop recruitment and retention strategies.

9. THE NEWSLETTER COMMITTEE

The Committee shall consist of a Chairperson (also Editor), the co-Editor, and at least two other members of the Branch. The Committee shall be responsible for publication of a newsletter at least two times a year.

10. THE NOMINATING COMMITTEE

- A. This committee shall consist of at least three members, adequately distributed professionally and geographically. All members shall serve two-year terms. The Chair of the Nominating Committee shall serve one year only as Chair, and one year as past-Chair on the Nominating Committee. The only exception to the two-year term limit shall be when the Chair serves in the second year of the term; that individual will then serve as Past-Chair in the third year of a three-year term. Two of the members shall be elected by the members at the time of the Annual Elections and one member at a minimum shall be nominated by the President and elected by the Board. The Chair shall be appointed annually by the President from among the members of the Nominating Committee.
- B. No employee of the Branch or The Association shall serve on the Nominating Committee
- C. The committee shall:

- 1) encourage all members of the Branch to suggest candidates for vacancies and give full consideration to all such suggestions;
- 2) complete a slate of recommended candidates for all vacancies that are to be filled at the Annual Meeting by election by the members of the Branch. This Committee shall present the proposed slate of prospective nominees for election which includes the forthcoming Nominating Committee members, all Officers, and any existing vacancies to the Board. These recommendations shall be made no later than six weeks before the Annual Meeting at which such elections shall occur.
- 3) include in such slate any nominations for a particular vacancy that is supported by a petition bearing the signature of not less than twenty members of the Branch, provided that:
 - a) the petitioning members are adequately distributed geographically,
 - b) the petition candidate(s) meets the eligibility requirements for the named position and if elected is willing to serve the position for the specified term,
 - c) the nomination is submitted in writing at least eight weeks in advance of the Annual Meeting, and
 - d) the petition is accompanied by biographical information of the type required by the Nominating Committee guidelines;
- 4) ensure that the slate submitted to the members of the Branch by the Nominating Committee shall offer, including any qualifying petition candidate(s), not less than two candidates for election to the next Nominating Committee, not less than one candidate for election to each officership, and not less than one candidate for each vacancy as a Director that is to be filled at the time;
- 5) ensure that the slate of Officers, Directors, and Nominating Committee shall be mailed or emailed on an official printed ballot and sent to the most recent known address of each member of the Branch, or an official printed ballot shall be included in the newsletter.
- 6) recommend to the Board the names of candidates to fill any vacant or expired term of a member of the Board unless otherwise stated in these Bylaws;
- 7) keep current a cumulative roster of those who have served and are serving as Directors, Officers and/or Committee Chairpersons and members, by which the Nominating Committee and its successors shall determine eligibility for possible re-nomination; and

8) keep current a cumulative roster of other members who may be considered as possible future candidates.

D. In the event of a vacancy on the Nominating Committee such member shall be promptly replaced by election by two-thirds of entire membership of the Board of Directors.

11. PUBLIC RELATIONS COMMITTEE

The committee shall be responsible for preparing and distributing press releases, and other publicity regarding the activities of the Branch.

ARTICLE VIII – REGIONAL GROUPS / STANDING COMMITTEES

1. A Regional Group is defined as a group of members within the Branch who have an interest in the dissemination of The Association and Branch information and an interest in ongoing contact with other members and residents in the same region.
2. Members of the Regional Group are represented by a Standing Committee of the Branch and will operate under the Branch Bylaws and comply with all policies of The Association. The Standing Committee shall be referred to as The Pennsylvania Branch of the International Dyslexia Association, (Named assumed at the time of organization by geographic region) Region, Founded in Memory of Samuel T. Orten.
3. The Standing Committee may not charge a separate membership fee. However, it may solicit donations and charge fees to regional workshops and public meetings.
4. Standing Committee representation on the Board will be proportional to membership of the geographic Regional Group relative to membership of the Branch.
5. When a Standing Committee has been established, after acknowledgement of new members and renewing members has been directly sent from The Association to the Branch office, the Branch office will send a list of new members to the Standing Committee.
6. ESTABLISHMENT OF A REGIONAL GROUP STANDING COMMITTEE:
 - A. Any member may bring a proposal for the establishment of a Regional Group / Standing Committee once the region's membership has achieved 10% of the Branch membership, within regions defined by zip code.
 - B. Approval of two-thirds of the Board is necessary for the establishment of a new Regional Group / Standing Committee.
7. FUNCTIONS OF A REGIONAL GROUP STANDING COMMITTEE:
 - A. The Standing Committee will function within the Branch's bylaws, policy and procedures,

mission, and programming. All activities will support the mission statement of the Branch and The Association and must be approved in advance by the Branch.

- B. The Standing Committee will promote The Association and the Branch within its region and distribute information and publications from the Branch and The Association.
- C. The Standing Committee will identify and communicate with members of The Association and other interested parties within the region.
- D. The Standing Committee will have the ability to maintain and recruit membership within the region in conjunction with the Branch's membership committee.
- E. The Standing Committee will expand communication within the region by responding to mailings and inquiries forwarded by The Association and the Branch. The Standing Committee will have its own contact information, including phone number, mailing address, and / or email address. This information should be sent to the Field Services Department and the Branch Council Executive Committee of The Association.
- F. The Standing Committee will disseminate announcements of programs and workshops, as well as copies of flyers and news releases. The Branch President should receive copies of all such information for approval prior to distribution to the public. Electronic copies / hard copies of items will become part of the Standards of Excellence report.

8. **FINANCIAL ARRANGEMENTS FOR REGIONAL GROUP:**

- A. The Board will work with the Standing Committee to provide financial support and information to carry out regional functions and goals. This process is documented in Branch operating policies and procedures in order to provide a clear understanding, for both the Board and the Standing Committee, on proposed activities and financial support, the same as for any Branch standing committee.
- B. The Branch will administer appropriate financial management and reporting procedures for the Standing Committee to ensure that all state and federal requirements are met, in order to monitor the Standing Committee's expenditures, and to ensure adherence to all applicable IDA policies and procedures.
- C. In keeping with The Association policy, any funds raised by a Standing Committee are automatically added to the Branch treasury and reflected in the Branch's operating budget under the appropriate revenue line items.

ARTICLE IX-COUNCIL OF ADVISORS COMMITTEE

- 1. There shall be a Council of Advisors composed of PBIDA Award Winners and Past Directors of the Board and other recognized scholars in the field of dyslexia, and individuals eminent in other fields pertinent to the affairs and concerns of The Association.

2. During any regularly scheduled meeting of the Board, any member of the Board may nominate an individual to the Council of Advisors. A vote to elect that individual to the Council of Advisors shall be held at the next regularly scheduled Board meeting. Upon election, the individual will be contacted by the Association's President to determine his/her willingness to accept election. All recipients of The Hoopes Award will be automatically nominated to the Council of Advisors at the regularly scheduled meeting of the Board following the receipt of their Award.
3. Each member of the Council of Advisors shall have the following privileges and responsibilities: (1) Notification of all meetings of the Board, routine receipt of the minutes of such meetings, and freedom to participate without right to vote, (2) Provision of advice at the request of the President and/or the Board.
4. All members of the Council of Advisors Committee must be members of the Branch.

ARTICLE X - MEETINGS OF MEMBERS

1. An Annual Meeting of the membership shall be held in the Fall for the purpose of transacting the business of the Branch and electing Directors, Officers, and Nominating Committee members. Advance notice of such meetings and ballots shall be communicated to each member in order to permit a period of one month to elapse before closing the polls. Announcement will also be made in the Newsletter at least one month prior to the Annual Meeting.
2. Special meetings of the Branch may be called by the President, the Board of Directors, or upon the written request of ten members in good standing and approved by the President and Board of Directors. Notice of such meetings, with a statement of the business for which it is to be called, shall be given at least four weeks in advance.
3. Members present at any meeting of the membership shall constitute a quorum for that meeting.
4. Participation of Board members in the Annual Meeting shall be in person or, for reasons of hardship or geographical considerations, through other means to be arranged beforehand.

ARTICLE XI - AMENDMENTS

1. The Bylaws may be amended, added to, or rescinded by the following method:

A proposition may be submitted by any member, in writing or email, to the Branch Board. If the proposition receives the affirmative vote of two-thirds of the membership of the Board, the proposition must be reviewed and approved by the Chair of the appropriate committee of The Association (National IDA). On approval of the committee Chair, the proposition shall be submitted for approval to the Branch membership. Then, if the proposition receives the

affirmative vote of 15 members of the Branch Board, it shall be submitted for approval to the membership, in writing or email, either immediately or at the time of the Annual Meeting. The urgency of the proposition shall be determined by the Board. Two-thirds vote of the members voting shall carry the proposition.

2. A period of one month shall be allowed from the time of mailing for the members to cast their votes.
3. If any amendment(s) to these Bylaws is being submitted to the membership for action, the ballot shall provide space for voting on such amendment(s) and shall be accompanied by the written text of such amendment(s).

ARTICLE XII- PARLIAMENTARY AUTHORITY

1. The rules contained in ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern the Branch in all cases to which they are applicable and are not inconsistent with the Bylaws of the Branch.
2. A member of the Board shall be appointed by the President, with the approval of the Directors, to the position of Parliamentarian and shall advise upon the propriety of procedure and of amendment.