

BYLAWS OF THE FLORIDA COLLEGE LEARNING CENTER ASSOCIATION, INC.

Article I: Name

The name of this organization shall be the Florida College Learning Center Association. Hereinafter referred to as "FCLCA" or "the association."

Article II: The Association's official mailing address is: 3551 Blairstone Road, Suite 128-263, Tallahassee, FL 32301.

Article III: FCLCA is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

President: Patricia A. Maher
University of South Florida
4202 E. Fowler Ave. LIB122
Tampa, FL 33620-9000

Vice President: Jennifer Bebergal
Florida Atlantic University
777 Glades Rd.
Boca Raton, FL 33431

Secretary: Sara Hamon
Florida State University
600 W. College Ave.
Tallahassee, FL 32306

Treasurer: Lindsay Singh
Florida Gulf Coast University
Library 103H
10501 FGCU Blvd. S.
Fort Myers, FL 33965

Article V:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No

substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII: 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 Florida. Objectives of the organization are:

- a) To 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, 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 offering forums for celebrating and respecting the profession.

Article VIII: Membership

Section 1. Membership shall be open to, but not restricted to, learning center professionals in postsecondary institutions operating within the state of Florida. Types of membership shall be individual.

Section 2. 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 Florida. Individual memberships carry voting privileges.

Section 3. 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 are open to those individuals who have been awarded the recognition of the Association for service to the learning center profession and practice. Lifetime membership will have no dues associated with the status. Lifetime memberships carry voting privileges.

Section 5. To remain in good standing, members shall be current in any assessed membership dues.

Section 6. FCLCA Executive Board members are required to be current, active members of NCLCA, and all FCLCA members are strongly encouraged to join NCLCA as well, so that they may take full advantage of the many benefits of membership.

Section 7. The Association does not discriminate because of ethnic background, national heritage, sex, religious affiliation, sexual orientation, age, or disability.

Section 8. Membership Year. The membership year will begin on April 1 and terminate March 31 the next calendar year.

Section 9. Renewals. Memberships may be renewed with an application, and payment of the annual dues.

Section 10. Dues. Dues will be \$25/year for individuals and \$10 /year for students enrolled at least halftime in a postsecondary institution. Those seeking student rates should include proof of student status. Dues for Emeritus members will be \$10/year. 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 IX: Board of Directors

Section 1. General Powers and Number.

The business and affairs of the Association shall be managed by its Board of Directors according to the Association's Bylaws. The number of Directors of the Association shall be seven (7). All Board of Directors will serve on a voluntary basis with no monetary remuneration from the Association, including expenses unless approved by the Board.

Section 2. Composition. The Board of Directors shall consist of the following officers of the Association: President, Immediate Past-President, Vice-President, Secretary, Treasurer, Marketing/Publications Officer, and Professional Development Officer.

Section 3. Tenure and Qualifications. Each Director shall hold office until his/her successor shall have been elected, or until his/her death, resignation or removal. A Director may resign at any time by filing his/her resignation with the President of the Association.

Section 4. Vacancies. Temporary vacancies in the office of Director may be filled for the remainder of the unexpired term by appointment of the President.

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 statewide 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 Association 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.

b) Special Meetings. Special meetings of the Board may be called by the President or at the request of any two Directors. The President shall designate the time and place for any such special meetings and shall give notice to each Director 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 meeting, 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. Five (5) Directors 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 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 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 Association 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 Association 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 Association 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 X: Officers

Section 1. Election and Term of Office. The officers of the Association shall be a President, Immediate Past President, Vice-President, Secretary, Treasurer, Professional Development Officer, and Marketing/Publications Officer. Officers (other than the President and Past President) are elected biannually by being nominated by the Nomination Committee first, and then elected by receiving a majority of the votes cast by secret ballot of the membership. The President shall assume the office of Past President for the year immediately following the expiration of his term as president. In the case of new Board positions, candidates will be appointed by the Board for the first term, but elected for all subsequent terms. The Vice-President is elected annually according to this procedure. Officers shall assume office at the close of the annual statewide meeting held in the year in which they are elected (or when the term as President or Vice-President expires), and serve until the close of the annual statewide meeting one year hence for President and Vice-President, and two years hence for all other officers, or until death, resignation, or removal.

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 Association. 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 statewide Association.

Section 3. Vacancies. The President may temporarily fill any vacancy among the officers by designating a replacement from among the members of the Association who shall serve until the next annual successor shall be elected.

Section 4. President. The President shall carry out the following responsibilities:

- a) Be the principal officer of the statewide Association and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the Association;
- 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 statewide Association, and prepare the agenda for these meetings;
- c) Call special meetings of the statewide Board of Directors;
- d) Be 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 national association (NCLCA);
- g) Ensure effective transitions for all offices;
- h) Establish and maintain the calendar for his/her presidential year;
- i) Draft position papers on topics of professional ethics, standards for the adoption of the membership or issues affecting learning assistance professionals;
- j) Coordinate research activities of the Association.

Section 5. Immediate Past President. The Immediate Past President shall:

- a) Act as parliamentarian;
- b) Serve as an advisor;
- c) Chair the Nomination Committee and coordinate all functions of the election of officers, including the tabulation of votes with the assistance of the President;
- 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 statewide annual meeting/conference;
- c) Coordinate any other professional development activities;
- d) Assume the office of President after serving one year as Vice-President.

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 association;
- f) Evaluate and identify new means of enhancing communications among the Board of Directors, NCLCA and FCLCA membership and educators working in the field of learning assistance.
- g) Create, coordinate, and distribute all promotional material and official correspondence of the Association;
- h) Serve on the Professional Development Committee to assist with the planning of the annual statewide meeting/conference;
- i) Maintain and analyze a database of membership records;
- j) Serve as registrar for statewide annual meeting
- k) Coordinate membership drives for retention and recruitment;
- l) Development, maintenance and oversight of Association website.

Section 8. Treasurer. The Treasurer shall:

- a) Receive, record, hold and disburse all monies of the Association 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 Association'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 Association properly prepared and submitted; and
- f) Collect and account for monies related to the annual meetings and conferences.
- g) Receive and process membership dues and conference registration fees;

Section 9. Marketing /Publications Officer. The Marketing/Publications Officer shall:

- a) Manage the FCLCA website
- b) Serve as a member of the Annual Conference Planning Committee
- c) Work in collaboration with FCLCA Board members and the general membership in the development of future publications such as online forums or an E-Newsletter

Section 10. Professional Development Officer

- a) Assist the Vice President in the coordination of the annual statewide conference
- b) Coordinate the conference proposal and selection process from requests, through review, to final decision recommendations to the full Board
- c) Coordinate conference presenter process including notification, post-session surveys, survey/assessment data, collecting presentations for the website and coordinating moderators.

Article XI: Finances

Section 1. By two-thirds (2/3) vote of the membership, members may levy assessments against themselves.

Section 2. Expenditures of organizational funds shall be governed by policies established by the Board of Directors.

Article XII: Affiliations

Section 1. The Association is a statewide level affiliate of the National College Learning Center Association (NCLCA).

Article XIII: The Terms of Office and Responsibilities of Standing Committees.

Section 1. Appointments to Standing Committees.

This organization will have three standing committees: Nomination Committee (chaired by Immediate Past President), the Professional Development Committee (chaired by the Professional Development Officer), and the Marketing/Publications Committee (chaired by the Marketing/Publications Officer).

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 the end of the statewide annual meeting until the following statewide annual meeting.

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 Association.

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

a) Professional Development Committee

- 1) Members. The Professional Development Committee shall have five (5) members including the Professional Development Officer and Vice-President who serve as Committee Chairs.
- 2) Responsibilities.
 - 2.1 Planning the Association's annual statewide meeting/conference;
 - 2.2 Coordinating any other relevant professional development activities

b) Nominations Committee

- 1) Members. The Nomination Committee shall be chaired by the immediate Past President. It shall have five (5) additional members including the Current President, Current Vice-President, and three (3) members representing different geographical areas of the Association.
- 2) Responsibilities.
 - 2.1 Solicit nominations from the membership for election to the Board of Directors;
 - 2.2 Prepare a slate of such candidates for majority approval by the current Board of Directors;
 - 2.3 Confirm nominations;
 - 2.4 Prepare the ballot;
 - 2.5 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;

c) Marketing/Publications Committee

- 1) Members. The Marketing/Publications Committee shall be chaired by the Marketing/Publications Officer. It shall have 3 – 5 members
- 2) Responsibilities:
 - 2.1 Manage all aspects of Association website
 - 2.2 Manage development and support of any new publications as needed

Article XIV: Initiative and Referendum

A petition signed by one-fifth (1/5) of the membership is required to initiate proposals on behalf of the Association, 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 statewide meeting of the Association.

Article XV: Rules of Order

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

Article XVI: Amendments

Section 1. The Bylaws may be amended by a majority vote of at least ten percent (10%) of the membership at the annual statewide or special meeting of the membership of the Association provided the proposed amendments has 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 five (5) Directors are present.

Article XVII: General Meetings

Section 1. The annual general meeting of the membership of the Association 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 statewide 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 statewide 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 Association at least thirty (30) days prior to the meeting dates.

Section 5. All members of the Association 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 Association's Annual meeting to discuss and coordinate activities for the coming year.

Article XVIII Dissolution

The Association may be dissolved by the affirmative vote or written consent of three-fourths (3/4) of all the members of the Association.

Article XIX: Indemnification

Section 1. This Association 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 Association) by reason of the fact that he/she is or was a Director or officer of this Association, or is or was serving at the request of this Association as a Director, officer, employee or agent of another Association 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 Association, 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 Association, proceeding has reasonable cause to believe that this conduct was unlawful.

Section 2. This Association 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 a Association to procure a judgment in its favor by reason of the fact that he/she is or was a Director or officer of the Association or is or was serving at the request of the Association 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 Association, 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 Association 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 Association 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 Association as authorized herein. Any such advancement shall be made by this Association 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 inure to the benefit of the heirs and personal representative of such person.

Article XVIII: Seal

The Association shall have no seal.

Article XIX: Initial Officers.

The FCLCA will determine, choose, and elect its own Board of Directors. An NCLCA Executive Board member will serve as a voting member of the FCLCA for 2 years; an FCLCA member will serve on the NCLCA Executive Board permanently in an ex-officio capacity.

Amended July 13, 2017