

THE TEXAS AFFILIATE OF THE INTERNATIONAL COLLEGE LEARNING CENTER ASSOCIATION (TxNCLCA) BYLAWS

Article I. Name

The name of this ICLCA affiliate organization shall be the Texas Affiliate of the National College Learning Center Association (TxNCLCA).

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 Texas.

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, 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.

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 Texas. Types of membership shall be individual.

Section 2. Individual memberships

Individual memberships are open 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 Texas or surrounding states. Individual memberships carry voting privileges.

Section 3. Emeritus memberships

Emeritus memberships are open 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. Good standing

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

and fill out an annual membership form. .

Section 5. NCLCA membership

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

Section 6. The TxNCLCA does not discriminate because of ethnic background, national heritage, sex, religious affiliation, sexual preference, age, or disability.

Section 7. Membership Year

Memberships are valid for one year from the date of signing up.

Section 8. Renewals

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

Section 9. Dues

Dues will be \$0/year for individuals.-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 TxNCLCA shall be managed by its Board of Directors according to TxNCLCA Bylaws. The Board of Directors shall consist of 6 members. All officers serving on the Board will serve on a voluntary basis with no monetary remuneration from TxNCLCA, including expenses unless approved by the TxNCLCA Board.

Section 2. Composition

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

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. An officer may resign at any time by filing his/her resignation with the TxNCLCA President or the Vice-President in the event the President is resigning.

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/conference and the other at the ICLCA annual conference. The agenda of these meetings shall be set by the President in consultation with the Board of Directors. Members of the TxNCLCA 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 on-line 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 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.

Two thirds (2/3) of the members of the Board of 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 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 TxNCLCA 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 TxNCLCA 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 TxNCLCA 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 TxNCLCA shall be a President, the Immediate Past President, the Vice-President, the Secretary, Marketing/Communications Officer, and Treasurer.

Officers (other than the President and Past President) are selected 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.

- Secretary will be elected in even years for a two-year term.
- Marketing/Communications Officer and Treasurer will be elected in odd years for a two-year term.
- The Vice-President is elected annually according to this procedure.
- The President shall assume the office of Past President for the year immediately following the expiration of his/her term as president.
- All officers shall assume office at the close of the annual regional 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 regional 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 TxNCLCA. 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 TxNCLCA;
- 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 TxNCLCA, 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;
- g) Serve as liaison to national association (ICLCA);
- h) Ensure effective transitions for all offices;
- i) Establish and maintain the calendar for his/her presidential year;
- j) Draft position papers on topics of professional ethics, standards for the adoption of the membership or issues affecting learning assistance professionals;
- k) Coordinate research activities of the TxNCLCA.

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) Serve as conference chair for affiliate conference; unless a separate conference chair is appointed by the Vice President;
 - i) **Conference Chair.** The Conference chair shall serve for a term of one (1) year (following a year serving on the conference planning committee). The Conference Chair shall be responsible for planning and directing the TxNCLCA Annual Conference, subject to approval of the Board of Directors, and shall carry out such other duties as may be specified. The Vice-President will oversee this position.
- 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 TxNCLCA;
- f) Serve on the Conference Planning 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; unless a separate conference registrar is appointed by the conference chair (Vice President);
- i) Coordinate with Treasurer (and conference registrar when applicable) to receive and process membership dues and conference registration fees;
- j) Maintain and update membership listserv; and
- k) Coordinate membership drives for retention and recruitment.

Section 10. Treasurer.

The Treasurer shall:

- a) Receive, record, hold and disburse all monies of the TxNCLCA 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 TxNCLCA'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 TxNCLCA properly prepared and submitted; and
- f) Collect and account for monies related to the annual meetings and conferences.

Section 11. Marketing and Communications Officers.

The Marketing and Communications Officers shall:

- a) Evaluate and identify new means of enhancing communications among the Board of Directors, NCLCA and TxNCLCA membership and educators working in the field of learning assistance.
- b) Create, coordinate, and distribute all promotional material and official correspondence of the TxNCLCA;
- c) Serve on the Conference Planning Committee to assist with the planning of the annual affiliate meeting/conference; and
- d) Develop, maintain, and oversee the TxNCLCA 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.

Expenditures of organizational funds over \$100 must be approved by the majority of the Board of Directors via text, email, or meeting discussion.

Section 3. Dissolution.

Upon dissolution of the TxNCLCA, assets shall be distributed to the International College Learning Center Association (ICLCA).

Section 4. Fiscal Year.

The fiscal year of the TxNCLCA will begin on September 1 and end on August 31 of each year.

Articles VII. Affiliations

Section 1. The TxNCLCA 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.

TxNCLCA will have two standing committees: Nomination Committee (chaired by the Immediate Past President) and the Conference Planning Committee (chaired by the Vice-President). The TxNCLCA may also create at its discretion other standing committees to be chaired by Board members.

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 affiliate annual meeting until the following affiliate 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 TxNCLCA.

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) Conference Planning Committee

1) Members. The Conference Planning Committee shall have at least five (5) members including the Secretary and the Vice-President, who can either serve or as the Committee Chair or appoint a Committee Chair to serve on the Conference Planning Committee.

b) Nominations Committee

1) Members. The Nomination Committee shall be chaired by the immediate Past President. If needed, the immediate Past President can form a committee in the following way. It shall have five (5) additional members including the Current President, Current Vice-President, and three (3) members representing different geographical areas of the TxNCLCA.

- .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;
- .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 TxNCLCA, 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 TxNCLCA.

Article X. Rules of Order

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

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 special meetings of the membership of the TxNCLCA 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 two-thirds (2/3) of the Board of Directors are present.

Article XII. General Meetings

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

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

Article XIII. Dissolution

The TxNCLCA may be dissolved by the affirmative vote or written consent of three-fourths (3/4) of all the members of the TxNCLCA. Upon the dissolution of the TxNCLCA, all assets of the TxNCLCA shall be distributed to the International College Learning Center Association (ICLCA). Additionally, the International 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 TxNCLCA 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 TxNCLCA by reason of the fact that he/she is or was a Director or officer of this TxNCLCA, or is or was serving at the request of the TxNCLCA 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 TxNCLCA, 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 TxNCLCA, proceeding has reasonable cause to believe that this conduct was unlawful.

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

Article XV. Seal

The TxNCLCA shall have no seal.

Article XVI. Initial Officers.

The TxNCLCA will determine, choose, and elect its own Board of Directors. A NCLCA Executive Board member will serve as a voting member of TxNCLCA for 2 years; a TxNCLCA President or a designated board member will serve on the ICLCA Executive Board permanently in annex-officio capacity.

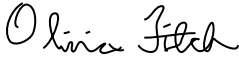
The initial officers will serve the following terms from the time of approval until:

- President— approximately 1.5 years (until April 30, 2020)
- Vice-President—approximately 1.5 years (until April 30, 2020)
- Secretary—approximately 2.5 years (until April 30, 2021)
- Treasurer—approximately 1.5 years (until April 30, 2020)
- Marketing and Communications Officer(s)—approximately 2.5 years (until April 30, 2021)
- Student Representative—approximately 1.5 years (until April 30, 2020)

The Bylaws were drafted August 30, 2018. This draft was amended May 10, 2021, June 18, 2021, and July 16, 2021. These bylaws were approved by THE TEXAS AFFILIATE OF THE NATIONAL COLLEGE LEARNING CENTER ASSOCIATION on July 16, 2021 and by NCLCA on August 13, 2021.

TxNCLCA Board of Directors Signatures

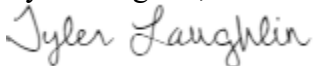
Olivia Fitch, President



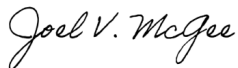
P. Brandon Johnson, Former Past President



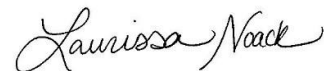
Tyler Laughlin, Treasurer



Joel McGee, Vice President



Laurissa Noack, Secretary



Lisa Stewart, Marketing and Communications



[NCLCA BOARD SIGNATURES]

The Bylaws were updated on November 28, 2022.

The Bylaws were amended September 2023 at ICLCA Conference.

The Bylaw were amended on August 26, 2024 at the Board of Directors monthly meeting by unanimous vote.