

Written Consent of Incorporator of Colorado Council International Reading Association In Lieu of Organizational Meeting

The undersigned, being the incorporator of Colorado Council International Reading Association, a Colorado Nonprofit Corporation (the "Corporation"), hereby adopts the following action on April 8, 2000, to be effective upon filing with the Colorado Secretary of State, pursuant to the Colorado Revised Nonprofit Corporation Act, to have the same force and effect as action taken at an organizational meeting of the incorporator:

RESOLVED, that the following individuals are hereby elected as the initial directors of the Corporation:

The undersigned, being the incorporator of the Corporation, hereby consents to, approves, and adopts the forgoing resolution effective as the date first above written, notwithstanding the actual date of signing.

D&B SERVICE CORPORATION

By: Richard L. Fanyo

Its: Vice President

Written Consent of Directors of Colorado Council International Reading Association In Lieu of Organizational Meeting

The undersigned, being all of the directors of Colorado Council International Reading Association, a Colorado Nonprofit Corporation (the "Corporation"), hereby adopt the following actions on April 8, 2000, to be effective upon filing with the Colorado Secretary of State, pursuant to the Colorado Revised Nonprofit Corporation Act, to have the same force and effect as action taken at an organizational meeting:

RESOLVED, that the Articles of Incorporation filed with the Secretary of State of Colorado on even date herewith be, and the same hereby are, approved and accepted.

RESOLVED, that the Bylaws, a copy of which is annexed to these resolutions as Exhibit A, are hereby adopted and declared to be the Bylaws of the Corporation.

RESOLVED, that the secretary of the Corporation be instructed to procure a storage system that preserves the minutes of the meetings of directors of the Corporation and in which shall be kept (i) the duplicate original of the Articles of Incorporation stamped with the word "filed" by the Secretary of State and (ii) the original copy of the Bylaws of the Corporation. The secretary shall also be instructed to procure the corporate seal for the Corporation and, in addition, such ledgers, books of account, and other supplies as may be required.

RESOLVED, that the following persons are elected officers of the Corporation in the respective capacities set forth before their names to serve until the first annual meeting of the Board of Directors and until their respective successors are elected and qualified:

<u>Title</u>	<u>Name</u>
President	Karen Brauer
Vice President	Sandy Redman
Vice President-Elect	Susan Dalton
Executive Secretary	Lloyd Hardesty
Treasurer	Kristen Melsen
State Coordinator	R. Kim Sutherland
Budget Coordinator	Paulette Bray
Membership Coordinator	Carolyn Bluel

RESOLVED, that the acts of the Incorporators, on behalf of the Corporation on or before the date of this Consent are ratified and approved by the Board of Directors to the fullest extent as though such actions had been authorized and directed previous to the consummation, and the incorporators shall hereafter be indemnified and held harmless by the Corporation from any liability arising out of the incorporation or formation of the Corporation. The treasurer is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

RESOLVED, that the fiscal year of the Corporation shall commence on the first day of July of each year.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to designate one or more banks for the deposit and withdrawal of corporate funds, upon the signature of the officer of the Corporation and, in furtherance thereof, to execute and deliver to such bank or banks such forms of banking resolutions as said bank or banks may desire.

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed on behalf of the Corporation and under its corporate seal, or otherwise, to make and file such certificate or report as may be required by law to be filed in any state, territory, or dependency of the United States, or in any foreign country, in which said officers shall deem it necessary and in the best interests of the Corporation to file the same to authorize the Corporation to transact business in such state, territory, dependency, or foreign country.

The undersigned, being all of the directors of the Corporation, hereby unanimously consent to, approve, and adopt the foregoing resolutions effective as of the date first above written, notwithstanding the actual date of signing.

Bylaws of Colorado Council International Reading Association

A Colorado Nonprofit Corporation

Article I Offices

1.1 Office. The principal office of the Colorado Council International Reading Association shall be located within the State of Colorado.

1.2 Registered Office. The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act to be maintained in Colorado may be, but need not be identical with the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II Members

2.1 Eligibility. Membership in the Corporation shall be open to all persons interested in furthering the purpose of the organization.

2.2 Active Member. Membership in the Corporation shall become effective upon the payment of dues for members-at-large running for any twelve-month period dated from the receipt of dues. The Board of Directors will present a lifetime membership in the Corporation to the past presidents of the Corporation.

2.3 Dues. Dues for annual membership in the Corporation shall be determined by the Board of Directors with the approval of the General Assembly. Dues are payable on a twelve-month basis extending from the month paid. The Board of Directors shall determine a reduced membership fee for full-time students and retired persons.

2.4 Arrears. Any member whose dues are in arrears will be notified by the Membership Coordinator within one month of the time those dues become delinquent. If dues are not paid, the member's name will be placed on an inactive list.

Article III Board of Directors

3.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Colorado Revised Non-profit Corporation Act, the articles of incorporation, or these bylaws. All authority, responsibility, and power not specifically delegated to an

officer or committee is retained by the Board of Directors. Any dispute over authority or sphere of responsibility of any committee or officer shall be brought to the Executive Committee.

3.2 Members, Number, Tenure, and Qualifications.

(a) Voting members of the Board of Directors shall consist of all Executive Committee Members and the President of each local and special interest council in Colorado. Directors shall be members of the Corporation.

(b) The number of directors of the Corporation shall be determined by the Board of Directors from time to time, consistent within the numeric limitations contained in the Articles of Incorporation. Each director shall hold office until the next annual election and thereafter until his successor has been elected and qualified, or until his earlier death, resignation, or removal. Directors must be at least eighteen years old and be residents of Colorado. Directors shall be removable in the manner provided by the statutes of Colorado.

3.3 Vacancies.

(a) Any director may resign at any time by giving written notice to the President of the Corporation. A director's resignation shall take effect at the time specified in such notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any vacancy occurring in the Board of Directors, with the exception of CCIRA elected officers (see 5.5(b)) may be filled by the affirmative vote of the members entitled to vote for the office which entitled the departed director to membership on the Board of Directors, otherwise by the affirmative vote of a majority of the remaining directors though no less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and thereafter until his successor has been elected and qualified, or until his earlier death, resignation or removal.

3.4 Regular Meetings. A regular meeting of the Board of Directors shall be held four times per year, at the time and place determined by the Executive Committee for the transaction of other business as may come before the meeting.

3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five members of the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Colorado as the place for holding any special meeting of the Board of Directors called by them.

3.6 Compensation. Directors shall not receive compensation for their services as such. However, the reasonable expenses of directors of attendance at Board of Director meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

3.7 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at least five days prior thereto, by written notice, transmitted by first class, certified, or registered mail, or by telephonic, telefax, electronic mail, or other forms of wire or wireless communication (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If notice is given by telephone, telefax, electronic mail or other forms of wire or wireless communication, such notice shall be deemed to be given when the notice is transmitted. Any director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

3.8 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.9 Quorum and Voting. A quorum for a meeting of the Board of Directors shall consist of twelve members, with a minimum of five representing local councils. The vote of a majority of the Directors present, in-person at a meeting at which a quorum is present, shall be the act of

the Board of Directors. In the absence of a quorum, no actions shall be taken. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, other than an announcement at the meeting, until a quorum shall be present. Local and special interest councils may appoint a person to act as proxy at a Board of Directors' meeting. The person with the proxy must be an officer from the local council being represented. No member of the CCIRA Executive Committee can serve as a proxy voter.

3.10 Executive Committee. The Executive Committee shall be composed of the President, who shall also serve as chairperson, the President-Elect, the Vice President, the Vice President-Elect, the Executive Secretary, the Treasurer, the State Coordinator, the Associate State Coordinator, the State Membership Coordinator, the Director of Membership Development, and the Immediate Past President. It shall meet at the call of the chairperson or five members of the Executive Committee. The Executive Committee shall:

- (a) Assist in preparation of the annual budget;
- (b) Review and approve all committee chairpersons and charges.
- (c) Supervise and review the work of all other committees;
- (d) Approve expenditures in excess of the approved budget;
- (e) Attend to administrative and operational details between meetings of the Board of Directors in order to fulfill the purpose of the organization;
- (f) Prepare the agenda for all Board of Directors' meetings and the General Assembly, bringing matters related to the purposes of the organization to the attention of the Board for its deliberation; and
- (g) Perform other responsibilities as directed by the chairperson.

3.11 Other Committees. By one or more resolutions, the Board of Directors may designate one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility imposed by law. There shall be a carryover of one member on each outgoing committee into the membership of the newly formed standing committee whenever possible. Rules governing procedures for meetings of any committee of the Board of Directors shall be as established by the Board of Directors, or in

the absence thereof, by the committee itself. The chairpersons of each standing and ad hoc committee shall be appointed on a yearly basis by the President for the ensuing year upon the recommendation of the Executive Committee and with the approval of the Board of Directors. In addition to the foregoing, the following committees shall be permanent committees of the Corporation, and these permanent committees may be increased or decreased upon recommendation of the Board of Directors and approved by a majority of the votes cast at the General Assembly:

(a) Administrators and Reading Committee. The Administrators and Reading Committee shall promote the improvement of reading instruction in all Colorado schools by encouraging administrative support for a quality reading program, and shall encourage local councils to involve administrators in their local councils.

(b) Audit Committee. The Audit Committee shall make an annual audit and report to the Board of Directors at the second meeting of the next fiscal year. One member of the Budget Committee shall be a member of the Audit Committee.

(c) Budget Committee. The Board of Directors shall establish, through the Budget Committee, the budget under which all committees and officers shall operate. The Board of Directors also shall approve the annual budget.

The Budget Committee shall examine the income and expenditures of the Council and shall be responsible for preparing the annual preliminary budget prior to the first Board of Directors' meeting for the July-June fiscal year. The Budget Committee shall be responsible for preparing a final budget to be presented to the Board of Directors at its first meeting of the new fiscal year. The Budget Committee shall meet before each Board of Directors' meeting to consider budget requests from officers and/or committee chairpersons. All such requests must be presented in writing to the Treasurer at least one week prior to the meeting. All requests approved by the Budget Committee shall be presented at the immediately following Board of Directors' meeting for final approval. This committee shall also be responsible for preparing the report of the annual expenditure budget for the past fiscal year prior to the meeting of the General Assembly. Members of the Budget Committee shall be the members of the Executive Committee.

(d) Colorado Children's Book Award (CCBA) Committee. The Colorado Children's Book Award Committee shall promote and publicize CCBA so that all schools, libraries, and other interested agencies in Colorado will actively encourage children to participate by reading, nominating, and voting for their favorite books. The committee shall distribute ballots and nomination blanks to Colorado elementary public

and private schools, libraries, Title 1 directors, college reading departments, booksellers, BOCES directors, and library associations. The committee will declare an annual CCBA winner and runner-up and will determine the CCBA nominations for the following year. The committee shall work with conference chairpersons to present the CCBA Award to the winning author at the conference. The committee shall inform the Corporation's members of the CCBA activities, send certificates to the publishers for the authors of nominated books, and obtain the winning book and the two runners-up to be placed with the existing and ongoing collection which is housed at the University of Colorado-Colorado Springs.

(e) Communications/Publications Committee. The Communication/Publications Committee shall be responsible for reviewing proposed publications of the Colorado Council of the International Reading Association. It shall make recommendations to the Executive Committee for Board approval. The committee shall be co-chaired by the editors of The Colorado Communicator and the Colorado Reading Journal.

(f) Council Affiliate Committee. The Council Affiliate Committee shall be responsible for helping to form local councils and supporting existing councils.

(g) Early Career Network Committee. The Early Career Network Committee shall encourage professional growth and promote the exchange of ideas about literacy among the educational institutions within Colorado. The Early Career Network Committee shall be composed of individuals whose primary responsibilities are related to the field of literacy at any institution of higher learning in Colorado.

(h) Ethics Committee. The Ethics Committee shall act as the clearing committee for concerns that arise within the Corporation's membership if it is determined that the concern falls within the jurisdiction of the Ethics Committee. All concerns must be in written form and be signed. The committee will make recommendations to the Executive Committee regarding the concerns of any Corporation member, committee, or officer. The Executive Committee has the authority to take action that it deems appropriate after an independent review of the Ethics Committee recommendation.

(i) Nominating Committee. The Nominating Committee shall be elected by the Board of Directors at its first meeting following the General Assembly. It shall be composed of at least five persons to include the following: a member of the Executive Committee other than the President, a past State Coordinator or past State President, and three members at large. The Nominating Committee shall prepare annually a slate of at least one nominee for each office to

be filled. Advance consent shall be secured by the Nominating Committee from nominees for each office.

(j) Legislative Committee. The Legislative Committee shall keep the membership informed about legislation relative to literacy and shall encourage members to involve themselves in public policy issues affecting literacy in ways consistent with tax exempt guidelines.

(k) Membership Committee. The Membership Committee shall assist state and local councils in increasing and retaining local, state, and national membership throughout the educational and lay communities by providing guidelines and resources to local councils through their membership directors. This committee shall coordinate activities and efforts with other committees involved in promoting membership and shall work to improve communication between representatives of the Membership Committee and local council and special interest council membership directors.

(l) Parents and Reading /Adult and Family Literacy Committee. Parents and Reading/Adult and Family Literacy Committee shall provide names of individuals to conduct or present workshops when requested, shall request each local council to identify a Parents and Reading /Adult and Family Literacy Committee Chairperson and provide assistance where needed, shall send newsletters and new materials during the year to local Parents and Reading /Adult and Family Literacy Committee Chairpersons or Presidents, and shall ask each local council to set aside one of its meetings to specifically invite, host, or involve parents.

(m) Rules and Bylaws Committee. The Rules and Bylaws Committee shall continually study the bylaws of the Corporation to determine if they are meeting current needs as well as the needs of the foreseeable future.

3.12 Meetings by Audio Communications Devices. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of conference telephone or other audio communications devices by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3.13. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effects as a unanimous vote of the directors or committee members.

Article IV

General Assembly

4.1. Composition of General Assembly. The General Assembly shall consist of the Board of Directors and all persons who are current members.

4.2. Function. The General Assembly shall be the legislation body of the Corporation and shall have full power and authority over the affairs of the Corporation within the limits set by these bylaws.

4.3. Quorum. A quorum shall consist of those members present at the General Assembly.

4.4 Meetings. The General Assembly shall have at least one meeting each year. This meeting shall be held before the International Literacy Association Conference and shall be held in a place designated by the Board of Directors. All members shall be notified two months in advance as to date, time, and place of meeting.

Article V

Officers and Agents

5.1. Number and Qualifications. The officers of the Corporation shall be a President, a President-Elect, a Vice President, an Executive Secretary and a Treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers, and agents, including a chairman of the Board of Directors, an administrative assistant, a controller, assistant secretaries, and assistant treasurers, as it may consider necessary. One person may hold two offices, except that no person may simultaneously hold the office of President and Secretary. All officers must be at least eighteen years old. Any member of the Corporation in good standing, who is also a member of the International Literacy Association (ILA), and who meets the qualifications for office as adopted by the Nominating Committee is eligible to election as an officer of the Corporation.

5.2 Nomination, Election, and Term of Office.

(a) The Nominating Committee shall solicit recommendations for nominees and shall prepare a slate of nominees for each office. Every third year the Nominating Committee shall also serve as the screening committee for the selection of the State Coordinator. The responsibility of the committee will be to notify councils within the state of the deadline for submitting applications. The committee will screen the candidates according to qualifications as outlined by ILA. No more than one nominee for each office shall be submitted from each council. Advance consent shall be secured by the Nominating Committee from each candidate. Curricula vitae for each candidate shall be prepared by the Nominating Committee and distributed with the ballot to each member of the Corporation. Space shall be provided for write-in candidates and the date for the return of the ballot shall be clearly stated on the ballot.

(b) Unless otherwise specifically set forth below, the elected officers of the Corporation shall be elected by the Board of Directors at each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter.

(i) The ballots for the election of the Vice President, Executive Secretary, Treasurer, and Membership Coordinator shall be distributed to each active member of the Corporation at least five weeks prior to the annual meeting of the General Assembly. Voting shall be closed two weeks prior to the General Assembly after which no more ballots shall be accepted. The Nominating Committee shall be responsible for developing procedure for counting the ballots so that confidentiality is maintained. The ballots shall be counted within one week after the closing date for voting; and within twenty-four hours, the results certified to the President who in turn will notify the rest of the Executive Committee. In case of a tie, a ballot for the two highest nominees shall be taken at the meeting of the General Assembly. Results of the election shall be announced at the General Assembly.

(ii) Every third year the Nominating Committee shall prepare secret ballots for the selection of the State Coordinator which shall list the names of those applicants who meet the recommended criteria. The number of ballots should equal the number of members of the Board of Directors who are eligible to vote for State Coordinator. The ballots shall be distributed at the Board of Directors' meeting preceding the General Assembly. The votes shall be counted at the meeting and the Nominating Committee shall report the results to the Board of Directors at that time. A plurality of the votes cast shall be necessary for selection. The president shall recommend the State Coordinator selected by the Board of Directors in this manner to the ILA for appointment.

(iii) At the Board of Directors meeting following the selection of the State coordinator, an Associate State Coordinator who resides on the opposite side of the Continental Divide from the State Coordinator shall be appointed by the President with the approval of the Board of Directors. The President shall recommend the Associate State Coordinator selected by the Board of Directors in this manner to the ILA for appointment.

(c) Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. Subject to the foregoing, the following shall apply:

(i) The Vice President shall be elected annually by the general membership prior to the General Assembly. The Executive Secretary, Treasurer, and Membership Coordinator shall be elected every third year by the general membership prior to the General Assembly. A plurality of the votes cast shall be

necessary for election.

(ii) The State Coordinator shall be elected every third year by the Board of Directors at the Board of Directors' meeting preceding the General Assembly. Voting shall be by ballot. A plurality of the votes cast shall be necessary for election.

5.3 Compensation. Officers of the Corporation shall not be entitled to receive compensation, provided, however, that no officer shall be prevented from receiving reasonable compensation for services rendered as an agent or employee of the Corporation by reason of the fact that he or she is a Director of the Corporation.

5.4 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

5.5 Resignation and Vacancies.

(a) Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) In the event of a vacancy between elections in the office of President, President-Elect, or Vice President, the Board of Directors shall determine the filling of any vacancy for the unexpired term. The term of office for President-Elect, Vice President, and Immediate Past President shall be one year or until their successors are elected or a vacancy is filled by a vote of the Board of Directors. All other vacancies in office shall be filled by recommendation of the Executive Committee and approval of the Board of Directors until the next annual election.

5.6 Authority and Duties of Officers: The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified in Article 5.9 below and as may be additionally specified by the President, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

5.7. Term of Office.

(a) The term of Vice president Elect will be 3 months. The term of the Vice President shall be one year. At the end of this year, the Vice President shall automatically succeed to the office of President-Elect for one year. At the expiration of this year in office, the President-Elect shall become President for a period of one year. At the expiration of the year as President, the officer will automatically succeed to the office of Immediate Past President for a period of one year.

(b) The Executive Secretary, Treasurer, and State Membership Coordinator shall be elected for a three-year term. After being elected by the Board of Directors and upon recommendation by the President, the State Coordinator shall be appointed by the International Literacy Association's for one three-year term and would be eligible for a second full term.

(c) The Associate State Coordinator shall be appointed by the President with the approval of the Board of Directors to a three-year term, which coincides with that of the State Coordinator.

(d) The Director of Membership Development shall be appointed for a three-year term by the President with the approval of the Board of Directors.

5.8 Time of Assuming Office. The Treasurer and the State Membership Coordinator shall assume duties on July 1 following election. All other officers shall assume the duties of office at the conclusion of the annual International Literacy Association convention and shall continue to serve for the duration of the term.

5.9 Duties of Individual Officers.

(a) President. The President shall, subject to the direction and supervision of the Board of Directors, (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents, and employees; (ii) preside at all meetings of the members, of any class of members, of the Board of Directors, and of the General Assembly; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; (iv) be chairperson of the Executive Committee and the Board of Directors; (v) serve as ex-officio member of all committees with the exception of the Nominating Committee; and (v) perform all other duties incident to the office of President and as from time to time may be assigned by the Board of Directors.

(b) President-Elect. The President-Elect shall assist the President and shall perform such duties as may be assigned to him/her by the President or by the Board of Directors and chair the annual state conference. The President-Elect shall, at the request of the President, or in the absence or inability or refusal to act of the

President, perform the duties of the President until the vacancy is filled by a vote of the Board of Directors and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

(c) Vice President. The Vice President shall serve as a member of the Board of Directors and co-chairperson of the State Conference Committee, and shall attend meetings of the Executive Committee and the Board of Directors. In the event of incapacity or resignation of the President or President-Elect, the Vice President shall assume and perform the duties of President-Elect until the vacancy is filled by a vote of the Board of Directors.

(d) Vice President Elect. The Vice President Elect shall serve as a member of the Board of Directors and shall attend Executive Committee meetings from the end of the General Assembly meeting in February until after the ILA conference in the spring. The Vice President Elect will begin planning for the conference to be held in two years.

(e) Executive Secretary. The Executive Secretary shall: (i) keep the minutes of the proceedings of the members, the Board of Directors, any committees of the members or the Board of Directors and the General Assembly; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation if any; (iv) handle special correspondence by the Board of Directors or Executive Committee; and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(f) Treasurer. The Treasurer shall: (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidence of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state, and federal tax returns and related documents, prescribe and maintain an adequate system of internal control and audit, and prepare and furnish to the President and the Board of Directors statements of accounts showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; (v) execute the duties essential to the maintenance of

accurate and up-to-date records; (vi) have custody of the Corporation's funds which shall be deposited in the name of the Corporation; (vii) collect monies due the Corporation; (viii) sign checks and drafts on behalf of the Council for the disbursement of funds, in accordance with the approval of the Board of Directors; (ix) provide a bond for an amount fixed by the Board of Directors, the bond to be filed with President; (x) cooperate fully with an annual audit; (xi) turn over to successor all funds, accounts, disbursement ledgers, committee disbursement ledgers, accounts receivable ledger, all reimbursement receipts, income tax information and forms, and any other corporate financial records; (xii) keep all financial records from current date and from the prior seven years, according to the Statute of Limitations; (xiii) maintain a record of the itemized receipts and expenditures and provide copies or reports to Executive Committee members, committee chairpersons, the Board of Directors, or others upon request; and (xiv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors. Assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision by the Treasurer.

(g) State Membership Coordinator. The State Membership Coordinator shall attend meetings of the Executive Committee and the Board of Directors and shall: (i) keep an accurate record of the total council membership including latest contact information; (ii) determine distribution of payout to local councils based on consolidated membership data; (iii) keep the membership records available for the efficient operation of the Corporation; (iv) assist in developing a campaign strategy to increase and retain local, state and national memberships; (v) Co-Chair, with the Director of Membership Development, the Membership Committee; and (vi) cooperate fully with his/her successor by turning over all records of his/her term.

(h) Director of Membership Development. The Director of Membership Development shall attend meetings of the Executive Committee and the Board of Directors and shall: (i) assume responsibility for developing a campaign strategy to increase and retain local, state, and national memberships; (ii) co-chair with the Membership Coordinator the Membership Committee, and (iii) assume duties designated by the International Literacy Association.

(i) State Coordinator. The State Coordinator shall attend meetings of the Executive Committee and the Board of Directors and shall: (i) maintain accurate records of chartered councils within the state and assure that local councils report to Headquarters names and addresses of all local and state officers by the date specified by the International Literacy Association; (ii) support the State Council, local councils, and special interest councils in the performance of their duties and keep councils active, arrange two leadership

workshops for all local and state officers and committee chairpersons; (iii) promote the organization of additional councils; (iv) maintain continuity and stability throughout the state by arranging a workable system of communication between all councils in the state; (v) attend and participate in activities for local and state council leaders; (vi) attend ILA workshops held annually for council leaders; (vii) complete and return to the ILA the "Coordinators' Reimbursement for Expenses" form by the date specified; and (viii) perform additional duties as specified by the President or the International Literacy Association.

(j) Associate State Coordinator. The Associate State Coordinator shall attend meetings of the Executive Committee and the Board of Directors and shall aid the State Coordinator in carrying out duties as stated in these bylaws with an emphasis on improving communication with local councils and on providing assistance which will strengthen local council operations and programs.

(k) Immediate Past President. The Immediate Past President shall serve as a voting member of the Executive Committee and Board of Directors, serve on the Budget Committee and chair the Nominating and Strategic Long Range Planning Committees and in any other capacity designated by the president.

5.10 Representation at the Delegates Assembly of the International Literacy Association. The representation shall be in accordance with that specified by the bylaws of the International Literacy Association in Article VII, Section 1, which reads in part as follows: "...Each local council of 10-50 members who have paid current dues to the Association shall be entitled to one delegate and an additional delegate for each 50 additional members who have paid current dues to the Association. Each state, provincial, regional, or special interest council of the Association shall be entitled to one delegate provided the delegate has paid dues for the current year to the Association ... One may represent only one council in the Delegates Assembly. A council may send an alternate for each delegate, an alternate may vote only when the delegate is absent..." The official delegate to the International Literacy Association shall be the President or official proxy. The Board of Directors shall be encouraged to support the official delegate financially.

5.11 Surety Bonds. Unless otherwise specifically set forth above, the Board of Directors may, but shall not be required to, require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of his duties and for the restoration to the Corporation of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Corporation.

Article VI

Indemnification

6.1 Indemnification of Directors and Officers. The Corporation shall indemnify any person and his estate against all liability and expense by reason of the person being or having been a director or officer of the Corporation to the full extent and in any manner that directors and officers may be indemnified under the Colorado Revised Nonprofit Corporation Code as in effect at any time.

6.2 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent which would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

Article VII

Miscellaneous

7.1 Account Books, Minutes, etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, General Assembly, and committees. All books and records of the Corporation may be inspected by any director or his accredited agent or attorney, for any proper purpose at any reasonable time, upon ten (10) business days' written notice to the Executive Committee member responsible for keeping the books, records of account, and/or minutes of the proceedings.

7.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

7.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance. However, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

7.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to and control of such contributions, as well as full

discretion as to the ultimate expenditure thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

7.5 Conflicts of Interest. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction, directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary, or director, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position; (b) aid the persons charged with making the decision by disclosing any materials within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the decision to enter into such transaction.

7.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

7.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

7.8 Gender. Pronouns referring to gender shall be interpreted to refer to both sexes.

7.9 Amendments. Amendments to the bylaws may be proposed by the Board of Directors, the Rules and Bylaws Committee, Local Councils, or the General Assembly. Proposed amendments may be adopted by the affirmative vote of two-thirds of the voting members at a regular meeting of the General Assembly, provided that the proposed amendments have been circulated to each voting member at least thirty days in advance of the meeting of the General Assembly, and, provided further that, the proposed amendments have been submitted to CCIRA's Attorney, as needed, to be reviewed. Changes and amendments made in the Bylaws shall be submitted to the International Literacy Association at the beginning of each fiscal year, as needed.

7.10 Conduct of meetings. Meetings of committees, the Board of Directors, and the General Assembly shall be governed by the latest edition of the Roberts Rules of Order, unless otherwise specifically set forth herein, as set forth by committee or Board of Directors rule, or as set forth in the Articles of Incorporation.

7.11 Severability. The invalidity of any provision in these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.