

BYLAWS OF THE NATIONAL COLLEGE LEARNING CENTER ASSOCIATION, INC.

Article I: Offices

- Section 1. Principal and Business Offices. The Corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.
- Section 2. Registered Office. The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but not need be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

Article II: Purposes

The Corporation is organized and shall be operated exclusively for the purposes set forth in Article III of the Articles of Incorporation. In furtherance of these purposes, the Corporation shall include:

"The mission of the National College Learning Center Association (NCLCA) is to support learning assistance professionals as they develop and maintain learning centers, programs, and services to enhance student learning at the postsecondary level. This support will include the following:

- promoting professional standards in the areas of administration and management, program and curriculum design, evaluation and research;
- acting on learning assistance issues at local, regional, and national levels;
- assisting in the creation of new and enhancement of existing learning centers and programs;
- providing opportunities for professional development, networking, and idea exchange through conferences, workshops, institutes, and publications;
- coordinating efforts with related professional associations;
- offering forums for celebrating and respecting the profession.

Article III: Membership

Section 1. Membership Levels.

- a) Professional membership is defined as any individual who is actively involved in postsecondary learning assistance and employed, full or at least half-time, by a private or public institution of higher education. Each Professional member shall be entitled to originate and take part in any subject that may properly come before any meeting, hold one vote and is eligible to hold office either by election or appointment.
- b) Associate membership is defined as anyone interested in postsecondary learning assistance but not currently employed by a public or private higher education institution. Each Associate member shall be entitled to originate and take part in any subject that may properly come before any meeting, hold one vote and serve on committees. Associate members are not eligible to hold office either by election or appointment, nor may they vote in officer elections.
- c) Student membership is defined as anyone enrolled at least halftime in and not employed full time by a postsecondary institution. Each Student member shall be entitled to originate and take part in any subject that may properly come before any meeting, hold one vote and serve on committees. Student members are not eligible to hold office either by election or appointment.
- d) Retiree membership is defined as anyone retired from the field of postsecondary learning assistance. Each Retiree member shall be entitled to originate and take part in any subject that may properly come before any meeting, hold one vote and serve on committees. Retiree members are not eligible to hold office either by election or appointment. If a Professional member should retire while holding a Board position, he/she can complete that term but will be ineligible to run for office again.

Section 2. Requirements for membership are as follows:

- a) Applications for membership shall be in writing in a form prescribed by the Board of Directors;
- b) Members of the Corporation shall pay dues in the amount specified in Section 6.

Section 3. The Corporation does not discriminate because of ethnic background, national heritage, sex, religious affiliation, sexual preference, age, or disability.

- Section 4. Membership Year. The membership year will begin on October 1 and terminate September 30 the next calendar year (beginning 1990-1991).
- Section 5. Renewals. Memberships may be renewed with an application and payment of the annual dues.
- Section 6. Dues. Dues will be \$50.00/year for Professional individual members; \$40.00/year for Associate individual members; \$35.00/year for Student individual members; and \$35.00/year for Retiree members. Those seeking student rates should include proof of student status. 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 Directors.

Article IV: Board of Directors

- Section 1. General Powers and Numbers. The business and affairs of the Corporation shall be managed by its Board of Directors according to the Corporation's Article of Incorporation and Bylaws as outlined in Article IV section 2.
- Section 2. Composition. The board shall consist of the officers of the corporation as identified in the bylaws.
- 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 Corporation.
- 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. Compensation. Current board members will be reimbursed for board-related travel expenses including airfare, mileage to and from the airport, parking, and shuttle/taxi. Mileage compensation will be calculated by the current IRS business standard mileage rate, and mileage compensation is not to exceed the cost of a plane ticket for the same route. The amount of airfare will be capped at \$500. Hotel, food, and tips are typically the responsibility of the individual board member or their institution; however, the board may vote to allocate discretionary funds to cover these areas. Conference registration fees will be waived. Board members will continue to pay membership dues.

Section 6. 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 Corporation's annual conference; the other meeting will be held at a time and place designated by the President. The agenda of these meetings shall be set by the President in consultation with the Board of Directors. Members of the Corporation 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 provided to each Director in advance of the meeting.

Section 7. Quorum/Voting. A majority of the 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 8. 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. Actions requiring expenditures of corporate funds in excess of \$500 must have prior Board approval.

Section 9. 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 the Articles of Incorporation of these Bylaws.

- Section 10. 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 Recording Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Recording Secretary, the presiding officer may appoint any Director or any other person present to act as secretary of the meeting.
- Section 11. Presumption of Assent. A Director of the Corporation 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 corporate 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 his written dissent by registered mail or electronic mail, to the Secretary of the Corporation 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 Corporation shall be President, Immediate Past President, Vice-President, Marketing Officer, Membership Secretary, Recording Secretary, Treasurer, Professional Development Officer, Publications Officer, and Certification Officer. The Marketing Officer, Membership Secretary, Recording Secretary, Treasurer, Professional Development Officer, and Publications Officer 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. Officers must be Professional members of NCLCA as defined in Article III, Section 1 of the Bylaws. 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 term as president. Officers shall assume office at the close of the annual 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 meeting one year hence for President and Vice-President, and two years hence for all other officers, or until death, resignation, or removal. The Certification Officer and the Learning Assistance Review Editor shall serve three-year terms and be non-voting positions and appointed by the Board.

- Section 2. Recall. A petition signed by one-fifth (1/5) of the membership is required to initiate the recall of any officer of the Corporation. 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 Corporation.
- Section 3. Vacancies. The President may temporarily fill any vacancy among the officers by designating a replacement from among the members of the Corporation 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 Corporation and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the Corporation;
 - 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 Corporation, and prepare the agenda for these meetings;
 - c) call special meetings of the Board of Directors;
 - d) be an ex/officio member of all standing committees and Taskforces;
 - e) act as a liaison and official representative to other professional associations;
 - f) appoint and serve as liaison to chairpersons of the Standing Committees and to editors of the NCLCA publications;
 - g) ensure that the theme for the annual conference is established for his/her Past Presidential year;
 - 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.

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) coordinate the Corporation's services to new learning centers including activities such as the NCLCA Institute and Affiliate liaison;
- e) act as Past Presidents' Council liaison to the Board; and
- f) serve as a member of the Publications Committee.

Section 6. Vice-President. The Vice-President shall:

- a) Assume the duties of the President in the President's absence;
- b) negotiate and secure conference contracts for his/her presidential year;
- c) serve as annual conference chairperson; and
- d) assume the office of President after serving one year as Vice-President.
- e) develop the Call for proposals for his/her presidential year and the Call to Conference for his/her vice presidential year;
- f) contact and secure speakers for the annual conference for his/her vice presidential year.

Section 7. Recording Secretary. The Recording 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 Articles of Incorporation or Bylaws revisions;
- c) notify members of all ratified changes in the Articles of Incorporation and 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) serve as a member of the Nomination Committee.
- f) maintain and update the archives and records of the corporation;
- g) evaluate and identify new means of enhancing communications among the Board of Directors, NCLCA membership and educators working in the field of learning assistance.

Section 8 Marketing Officer. The Marketing Officer shall:

- a) Maintain current list of exhibit contacts and vendors; recruit and coordinate additional exhibitors; collaborate with both venue and Conference Chair to ensure needs are met;
- b) develop and update as needed fee structure for all advertising and vendor options for the conference;
- c) develop and update promotional materials for display at conferences or to be mailed as promotional materials;
- d) develop and update informational materials about NCLCA for prospective affiliate or chapter members;
- e) organize, maintain and ship the NCLCA exhibit materials, including the display board, to NCLCA Annual Conference and other professional conferences;
- f) work with Membership Secretary to coordinate informational materials for membership drives for retention and recruitment;
- g) create, coordinate, and distribute all promotional materials and related correspondence of the Corporation.

Section 9. Membership Secretary. The Membership Secretary shall:

- a) Maintain and analyze a database of membership records;
- b) maintain the membership e-mail reflector;

- c) chair the Membership Committee;
- d) serve on the Nomination Committee;
- e) coordinate the regional representatives through the Membership Committee;
- f) serve as registrar for NCLCA conferences;
- g) update and disseminate the membership brochure;
- h) facilitate mailings to the membership.
- i) coordinate membership drives for retention and recruitment;
- j) receive and process membership dues and conference registration fees;
- k) generate and distribute membership labels for the corporation.

Section 10. Treasurer. The Treasurer shall:

- a) Receive, record, hold and disburse all monies of the Corporation at the direction of the Board of Directors;
- b) arrange for an annual compilation of the treasurer's accounts by a certified public accountant;
- c) present an annual statement of the Corporation's accounts to the membership;
- d) serve as chairman of the Finance Committee and prepare the Annual Budget in conjunction with the board;
- e) arrange to have any tax forms or forms regarding the legal status of the Corporation properly prepared and submitted;
and
- f) collect and account for monies related to the annual conferences.

Section 11. Professional Development Officer. The Professional Development Officer shall:

- a) chair the Professional Development Committee;

- b) serve on the annual conference committee and is responsible for coordinating the review and selection process of conference proposals;
- c) assist the Past President in services to new learning centers;
- d) coordinate research activities of the Corporation;
- e) coordinate Professional Development Grants and Awards.

Section 12. Publications Officer. The Publications officer shall:

- a) communicate information, deadlines and requests for action between the Board of Directors and NCLCA Newsletter, the Learning Center Online Newsletter and The Learning Assistance Review;
- b) serve as a member of the Annual Conference Committee by creating and publishing the conference program and scheduling the concurrent sessions for the conference;
- c) oversee the website;
- d) ensure that the Past President's Council updates the Tutoring Bibliography in even number years and updates the Resource Directory in odd number years.

Section 13. The Learning Assistance Review (TLAR) Editor. The Learning Assistance Review Officer shall:

- a) have prior editing experience;
- b) develop and distribute the Call for Submissions; contact prospective authors;
- c) edit manuscripts for content-related revisions and APA style;
- d) mentor authors in order to provide feedback for written manuscripts and manuscripts in the planning stage;
- e) foster a discussion with members regarding professional writing for *TLAR* and solicit potential submissions, which may include presenting at the annual NCLCA conference;

- f) determine and authorize copyright requests;
- g) oversee the Managing Editor, a paid position;
- h) attend NCLCA Board Meetings; serve on the Annual Conference Committee;
- i) prepare an Annual Report and submit to the NCLCA President;
- j) is a paid position.

Section 14. Certification Officer. The Certification Officer shall:

- a) oversee all NCLCA certification chairs as follows:
 - i. Learning Center Leadership Certification (LCLC) Officer. The LCLC Officer shall:
 1. hold LCLC Certification – Level 4;
 2. chair the LCLC Committee;
 3. collaborate with the NCLCA Certification Officer on all LCLC certification matters.
 4. collaborate with the NCLCA Certification Officer regarding LCLC presentation at conferences for NCLCA and other CLADEA organizations;
 5. serve on the Annual Conference Committee;
 6. prepare an Annual Report and submit to NCLCA Certification Officer;
 7. is a paid position.
 - ii. Learning Centers of Excellence Certification (LCE) Officer. The LCE Officer shall:
 1. Chair the LCE Committee;
 2. collaborate with the NCLCA Certification officer on all LCE certification matters;
 3. collaborate with the NCLCA Certification Officer regarding LCE presentation at conferences for NCLCA and other CLADEA organizations;
 4. serve on the Annual Conference Committee;
 5. prepare an Annual Report and submit to NCLCA Certification Officer;
 6. Is a paid position.
- b. collaborate with all NCLCA Board members on all certification initiatives including certification presentations at conferences for NCLCA and other CLADEA organizations;
- c. attend NCLCA Board Meetings and serve on the Annual Conference Committee;

- d. prepare an Annual Report and submit to the NCLCA President.

Article VI: 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.
- Section 3. Upon dissolution of the Corporation, such assets as may remain shall be distributed in the manner specified in the Articles of Incorporation.
- Section 4. A Certified Public Accountant shall conduct an annual compilation of the Corporation's accounting techniques and procedures.

Articles VII: Affiliations

- Section 1. The Corporation may affiliate with other allied associations. Such affiliation, as well as the revocation of affiliations, requires a majority vote of the membership or two-thirds (2/3) of those members present at any annual meeting of the Corporation.

Articles VIII: The Terms of Office and Responsibilities of Standing Committees.

- Section 1. Appointments to Standing Committees. The President with the approval of the Board of Directors shall appoint the Chairs of the Standing Committees unless the Chairperson is designated within the duties of the committees.
- Section 2. Duration and Service on Standing Committees. Chairpersons of the Standing Committees shall be appointed annually.
- Section 3. Meetings of the Standing Committees. The Standing Committees shall meet at the annual meeting and if necessary at internals 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 Corporation.
- 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 plus a chairperson who will assist the Professional Development Officer.

2) Responsibilities.

.01 Assist the Vice-President in calling for papers, reviewing proposals, and planning the Corporation's annual conference;

.02 assist the Past President in the development of new learning centers;

.03 draft "white papers" on (1) the topics of professional ethics and standards for the adoption of the membership; and (2) issues affecting learning assistance professionals;

.04 coordinate research activities of the Corporation;

.05 award Professional Development Grants; and

.06 assist with coordinating the Special Interest Groups.

b) Newsletter Committee

1) Members. The chair of the Newsletter Committee shall be the editor of the newsletter. The committee shall have four (4) additional members.

2) Responsibilities.

.01 Publish three newsletters a year which shall represent the official position of the Corporation as approved by the Board of Directors.

.02 For the annual conference, act as liaison with publishers and distributors.

c) Finance Committee

1) Members. The Finance Committee shall be chaired by the Treasurer of the Corporation. Two (2) members shall also be appointed to the Finance Committee.

2) Responsibilities.

.01 Prepare the budget for the corporation;

.02 be responsible for a profit/loss sheet for all operations;

.03 be responsible for maintaining and supervising all assets of the Corporation; and

.04 recommend changes in dues structure to the Board of Directors

d) Conference Committee

1) Members. The Conference Committee shall be chaired by the Vice President of the Corporation or by the Vice-President's designate. Three members shall also be appointed to the Conference Committee, one each from Newsletter, Professional Development, and Finance Committees. The Past President and Corresponding Secretary shall also serve. Three (3) members shall be selected at large.

2) Responsibilities.

.01 Organize the annual conference of the Corporation, including;

a. physical arrangements;

b. planning of the program with the Professional Development Committee

c. publicity with the Newsletter Committee

d. appointment of the conference subcommittees for the annual conference

.02 Present recommendations of endorsement to the Board of Directors of any conference in addition to the annual conference which the Corporation may wish to support.

e) Membership Committee

1) Members. The Membership Committee shall be chaired by the Membership Secretary. It shall have two additional members.

2) Responsibilities.

.01 Advertise the advantages of membership in the Corporation and seek new members;

.02 revise and print new membership applications as needed;

.03 confirm receipt of applications and acknowledge membership upon receipt of dues; and

.04 organize and coordinate the activities of the regional representatives.

f) Nominations Committee

1) Members. The Nomination Committee shall be chaired by the immediate Past President. It shall have five (5) additional members including the Recording Secretary, Membership Secretary, a member of the Newsletter Committee, and two (2) members representing different geographical areas of the Corporation.

2) Responsibilities.

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

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

.03 confirm nominations;

.04 prepare the ballot;

.05 be responsible for the balloting procedure and for the tabulation of the votes with the assistance of the President. New officers will be announced in the newsletter. An official tally of the votes will be submitted to the Board and included in the Board minutes as the legal record of votes; and

g) Past President's Council

- 1) Members. All Past Presidents, including the Immediate Past President are automatically members of the Council. Immediate Past President serves as liaison to Board.
- 2) Responsibilities.
 - .01 Study concerns of importance to NCLCA members;
 - .02 evaluate the feasibility of activities of NCLCA and advise on future directions of the organization;
 - .03 present report to members at annual conference;
 - .04 serve in advisory capacity to President and Board.

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 Corporation 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 meeting of the Corporation.

Article X: Rules of Order

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

Article XI: Amendments

- Section 1. The Bylaws may be amended by a majority vote of the membership present at the annual business meeting or special meeting of the membership of the corporation provided the proposed amendments have been included in the notice calling the meeting.
- Section 2. The Bylaws may be amended by a majority of the Board of Directors, provided a quorum is present. These amendments will be presented for ratification at the next meeting of the

membership per Article XI section 1.

Article XII: General Meetings

- Section 1. The annual general meeting of the membership of the Corporation shall take place at the annual conference to be held 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 annual conference 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 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 Corporation at least thirty (30) days prior to the meeting dates.
- Section 5. All members of the Corporation 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 and the chairpersons of the Standing Committees shall meet together during the Corporation's Annual Conference. This group, to be known as the Planning Board, will discuss and coordinate activities for the coming year.
- Section 8. A general meeting may include physical and virtual meetings of the membership.

Article XIII: Dissolution

The Corporation may be dissolved by the affirmative vote or written consent of three-fourths (3/4) of all the members of the Corporation. Upon the dissolution of the Corporation, all assets of the Corporation shall be disposed of in the manner

set forth in Article 12 of the Articles of Incorporation.

Article XIV: Indemnification

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

Section 2. This Corporation 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 Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation or another 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 Corporation, 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 Corporation 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 Corporation 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 Corporation as authorized herein. Any such advancement shall be made by this Corporation 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. The 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 XV: Seal

The Corporation shall have no seal.

Article XVI: Initial Officers.

The members of the Board of Directors named in the Article of Incorporation shall elect the initial officers of the Corporation. Each initial officer shall serve until the close of the annual meeting of the membership which is held in 1989, or until his/her prior death, resignation or removal.

Article XVII: Affiliates

- Section 1 Letters of Intent. The President shall accept letters of intent from state or regional learning center personnel for approval to pursue affiliate status with the NCLCA.

Letters of intent should include items as outlined in the NCLCA Application for Affiliate Status.

Section 2. Procedure for Formation of Affiliate. The applicants for affiliation shall, by a majority vote of the members of the state or regional organization, elect officers of the affiliate association.

a) Elected officials shall:

1) develop bylaws that support the mission and vision of the NCLCA;

2) establish standing committees and determine the number of officers for the affiliate;

3) ratify a fiscal policy that establishes membership dues, sources of revenue, a nonprofit tax profile, and be responsible for yearly income tax filing;

4) ensure that one Executive Board member from each affiliate is present at the annual conference;

5) determine the number and means for professional development opportunities for affiliate members;

6) establish a web presence;

7) require all Executive Board members of the affiliate to be members in good standing of the NCLCA;

Section 3. Meetings of the Standing Committees. The Standing Committees shall meet the administrative needs of the affiliate and shall meet at the annual meeting and at intervals agreed upon by the committee.

Section 4. 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 5. Responsibility for Affiliate Membership shall reside with the elected officials of the affiliate.

The Bylaws were revised October 5, 2018, April 2, 1996, April 2000, October 5, 2005, November 1, 2011, June 2012, October 2013, October 2014, July 1, 2016, and May 9, 2018. Prior to November 20, 1999, the organization was named the Midwest College Learning Center Association (MCLCA).