

**BYLAWS
OF THE
CHICAGO AREA READING ASSOCIATION**



Approved January 2023

Bylaws Committee

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CHICAGO AREA READING ASSOCIATION**

**ARTICLE I
Name and Area Served**

Section 1. Name. The name of this organization shall be the Chicago Area Reading Association Council as established in 1957, hereafter referred to as CARA, and shall be affiliated with the Illinois Reading Council, hereafter referred to as IRC.

Section 2. Area Served. CARA shall serve the area of Cook County within the Chicago city limits and including those suburbs lying east of Route 50, north of 115th street and south of Route 90 as established by IRC.

**ARTICLE II
Nature and Purpose**

Section 1. Nature. The Chicago Area Reading Association Council shall be a professional organization of individuals who are concerned with the improvement of literacy.

Section 2. Purpose. The purpose of CARA is:

1. To support quality literacy instruction at all levels.
2. To sponsor professional learning opportunities for the exploration of contemporary issues in literacy.
3. To further the mission and goals of IRC and the International Literacy Association.

**ARTICLE III
Membership and Dues**

Section 1. Requirements for Membership. Membership in CARA shall be open to all persons engaged in the teaching or supervision of literacy at any school level, to parents and to all others interested in the purpose of the council.

Section 2. Active Members. Membership in CARA shall become effective for one year upon payment of dues. Membership in CARA is a combined membership with IRC.

Section 3. Annual Dues. The membership dues are established by the IRC Board of Directors.

Section 4. Payment of Dues. Dues are payable to IRC, which in turn will distribute the designated portion of the dues to CARA.

Section 5: Voting Rights. Members shall vote to elect the officers of CARA as provided in these bylaws. Each member whose dues and fees are fully paid shall be entitled to one (1) vote for each officer to be elected by vote of the membership.

Section 6: Transfer of Membership. Membership in CARA is not transferable or assignable.

Section 7: Removal of Members. Failure to pay dues by the renewal date will be basis for immediate removal of a member. Members may also be removed by majority vote of the Executive Committee for cause as defined in CARA's Policies and Procedures, provided that a member subject to removal will be provided notice and an opportunity to be heard prior to the vote of the Executive Committee.

Section 8: International Literacy Association (ILA) Dues. Membership in ILA is strongly recommended for CARA members; it is required for officers and directors. Dues to ILA, which provides members with benefits and services depending on the type of membership, are paid directly to ILA on an individual basis.

ARTICLE IV

Meetings of Association Members

Section 1. Composition. The assembly shall consist of the Board of Directors and all other members of the council.

Section 2. Function. The assembly shall be the legislative body of CARA and shall have full power and authority over the affairs of the council, within the limits set by these bylaws. The assembly shall have authority to review decisions made by the Board of Directors to accept or reject them. The assembly shall have the authority to amend these Bylaws as provided in Article XIII.

Section 3. Meetings. CARA shall sponsor a minimum of three professional learning events per year, distributed across the year at the Board's discretion. The President shall conduct business meetings during these events.

Section 4. Notification of Meetings. Meetings will be posted on the CARA website, and members will be notified by email a minimum of two weeks in advance.

Section 5. Special Meetings. Special meetings may be called upon the recommendation of the Board of Directors or by a majority vote of a quorum at a regular meeting.

Section 6. Quorum. The holders of two percent (2%) of the votes which may be cast at a meeting of the Council, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Members; provided that, if less than two percent (2%) of the outstanding votes are represented at said meeting, a majority of the votes are represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the General Not-for-Profit Corporation Act, the Articles of Incorporation, or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of duly constituted quorum at that meeting.

Section 7. Parliamentary Authority. The rules contained in *Robert's Rules of Order* (Newly Revised) shall govern the proceedings of this council except in cases governed by the constitution, bylaws, and special rules adopted by this council.

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Section 8. Voting. Each member, whose dues and fees are fully paid, shall be entitled to one (1) vote in the election of each officer.

Section 9: Inspectors. At any meeting of Members, the chairman may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members. Each report of inspector shall be in writing and signed by him or her or by a majority of the inspectors if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

ARTICLE V Board of Directors

Section 1: General Powers. The business of CARA will be managed by or under the direction of its Board of Directors which shall:

1. Exercise general supervision and control the property and affairs of CARA
2. Decide all questions involving cooperation with other local professional organizations.
3. Supervise the execution of approved policies.

Section 2. Composition. The Board of Directors shall consist of the President, President Elect, Vice President, Recording Secretary, Director of Membership, who shall also serve as Assistant Recording Secretary, Treasurer, Assistant Treasurer, Immediate Past President and 10 board members elected from the general membership of the Council. Other Past Presidents may attend in an advisory capacity.

Section 3. Term of Office. The elected members of the Board of Directors shall serve for three (3) years, with 3 members being elected each year. Appointed members of the Board of Directors shall serve out the term of the member whose position was vacated.

Section 4. Meetings. The Board of Directors shall be empowered to hold meetings called by the president as deemed necessary. The president shall determine the time and place of such meetings.

1. Regular meetings of the Board of Directors shall be scheduled as follows:
 - a. There shall be a minimum of six (6) meetings per year, at least three (3) of which will be Professional Learning events.
 - b. Any member of the Executive Committee may call a meeting of the Board at the request of five (5) or more members of the Board of Directors.
 - c. The first meeting of the Board of Directors for the ensuing year shall be a Leadership Transition Meeting to be held in early June with both outgoing and incoming Board Members in attendance.
2. Special meetings of the Board of Directors may be called at the request of the president or any two directors who may choose the location for the meeting.

- a. Notice of any special meeting of the Board of Directors will be given at least fourteen days prior by written notice via email to each director's email address as provided by IRC.
- b. Special meetings called for the removal of a director require 20 days prior written notice delivered via email to all directors. Such notice will be deemed to be delivered when an email is sent to the member's contact information as it appears in the records of IRC.

Section 5. Quorum. 50% of the Board of Directors shall constitute a quorum. It is the responsibility of all Board Members to attend scheduled CARA events, including Board Meetings and Professional Learning events. Absences shall be reported in advance and proxies shall be named in writing to the president.

Section 6. Interim Replacement. The Board of Directors shall be empowered to fill such vacancies as may occur between elections in the offices of President, President Elect, Vice President, Recording Secretary, Director of Membership/Assistant Recording Secretary, Treasurer, Assistant Treasurer and Directors.

1. An Officer or Director absent from a total of three (3) CARA professional learning events, general functions, and/or CARA Board meetings without valid explanation as determined by the Executive Committee or unable to fulfill CARA responsibilities and duties, shall be removed from office by the decision of the Board of Directors. Under special provisions, a member may request a leave from the CARA Board subject to approval of the Board of Directors.
2. The President, with Board approval, may appoint a replacement to complete the unexpired term of that Board member.

Section 7: Compensation. No member of the Board shall be paid any compensation for their service as a board member, officer or otherwise; provided, however, board members may be reimbursed for reasonable expenses incurred, such as travel meals, and lodging in connection with and arising out of their service as board members in accordance with policies, guidelines and procedures approved by the Membership.

Section 8: Presumption of Assent. A Board Member who is present at a meeting of the Board of Directors at which action on any Council matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her 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 registered or certified mail to the secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9: Limitations. The Board of Directors shall operate and conduct the business of the Council exclusively for charitable and educational purposes, all in accordance with Section 510(c)(3) of the Internal Revenue Code, and is not authorized to engage in any activity or conduct nor take any action which would disqualify the Council as a charitable and educational association under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI Officers

Section 1. Elected Officers. The elected officers of CARA shall be President, President Elect, Vice President, Immediate Past President, Recording Secretary, Director of Membership/Assistant Recording Secretary, Treasurer, and Assistant Treasurer.

Section 2. Qualifications. Any member in good standing who has served on the Board of Directors for a minimum of one year is eligible to be an officer of the Council.

Section 3. Term of Office. All elected officers shall hold office for the fiscal year beginning July 1st through June 30th of the following year.

1. The succession to the office of President shall be a four-year commitment to CARA.
 - a. The President-Elect shall succeed to the office of President.
 - b. The Vice President shall succeed to the office of President-Elect.
 - c. The President, having served a one-year term, remains an officer as the Immediate Past President.
2. The terms of Recording Secretary, Assistant Recording Secretary, Treasurer and Assistant Treasurer shall be for two years.
 - a. The Recording Secretary and Assistant Treasurer shall be elected in even numbered years.
 - b. The Membership Director/Assistant Recording Secretary and Treasurer shall be elected in odd-numbered years.
 - d. Recording Secretary, Director of Membership/Assistant Recording Secretary, Treasurer, and Assistant Treasurer may serve a maximum of two consecutive terms.

Section 4. President. The president shall be the principal executive officer of the Council. Subject to the direction and control of the Board of Directors, he or she shall direct the business and affairs of the Council; he or she shall see that the resolutions and directions of the Board of Directors are implemented except when that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties commensurate with the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Executive Committee, Board of Directors, and membership. Except when the authority to execute is expressly delegated to another officer or agent of the Council or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Council any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such executions either under or without the seal of the Council and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Council is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the Council by the Board of Directors. The President is designated as a fiscal agent of the Council.

Section 5. President Elect. The President Elect shall serve as a member of the Board of Directors and as chairperson of the Program Committee, shall coordinate internal programs and fulfill such other duties as are assigned by the Board of Directors. The President Elect shall

assume and perform the duties of the President in event of the absence, incapacity, or resignation of the President. Should the office of President become vacant, the President Elect shall serve the unexpired portion of the President's term in addition to the term for which the President Elect was elected. If for any reason the President Elect is unable to assume the duties of President immediately, the Vice President shall assume the duties of the President. The President Elect is designated as a fiscal agent of the Council.

Section 6. Vice President. The Vice President shall assist the President and President Elect in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President and President Elect or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except when the authority to execute is expressly delegated to another officer or agent of the Council or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Vice President may execute for the Council any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed and he or she may accomplish such execution either under or without the seal of the Council and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 7. Immediate Past President. The Immediate Past President shall be a member of the Board of Directors and Chairperson of the Nominating Committee, the Awards Committee, and such other committees as named and designated by the Board of Directors. Further, the Immediate Past President shall perform such other duties as the Board of Directors may request and be acceptable to the Immediate Past President.

Section 8. Recording Secretary. The recording secretary shall: (1) record the events of all council meetings and all meetings of the Board of Directors; (2) keep a permanent book of the minutes of all meetings; (3) cooperate fully with the successor by turning over up-to-date records within thirty (30) days of retirement from office.

Section 9. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Council. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Council; (b) have charge and custody of all funds and securities of the Council, and be responsible therefore and for the receipt and disbursement thereof and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer is the primary fiscal agent of the Council.

1. All income must be in council accounts approved by the Board and council body. No money can be in a separate account for a subgroup or committee of the council.
2. Two people should be on the signature card for the council account.
3. There MUST be two signatures on all vouchers for payment of bills.
4. Each council account must be audited each year.

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5. An accounting of all spending and income is to be reported at every board or council meeting.

Section 10. Director of Membership/Assistant Recording Secretary. The Director of Membership maintains all member records as distributed by IRC and plans events to encourage new members for the Council. The Director of Membership also serves as the Assistant Recording Secretary; in that role he or she records the events of all council meetings and all meetings of the Board of Directors if the Recording Secretary is absent or unable to fulfill his or her responsibilities and fulfills all responsibilities assigned by the Recording Secretary or the Board of Directors.

Section 11. Assistant Treasurer. The Assistant Treasurer shall serve on the Budget and Finance Committee and perform all duties assigned by the Treasurer or Board of Directors. The Assistant Treasurer also serves as a fiscal agent for the Council.

ARTICLE VII Executive Committee

Section 1. Composition. The Executive Committee shall consist of the President, President Elect, Vice President, Recording Secretary, Director of Membership/Assistant Recording Secretary, Treasurer, Assistant Treasurer, and Immediate Past President.

Section 2. Function. The Executive Committee shall (1) identify and plan strategies that will implement the mission, goals, and beliefs of CARA and (2) develop the agenda for Board Meetings.

Section 3. Meetings. The President shall call meetings at any time as necessary. Notifications for meetings will be sent via email. The Recording Secretary will record proceedings of the Executive Committee meetings and post them to the digital files. The Executive Committee shall report decisions from their meetings to the Board of Directors at their subsequent meeting.

Section 4. Quorum. A majority of the Executive Committee members shall constitute a quorum.

ARTICLE VIII Nomination and Election of Officers

Section 1. Election. All members of the Board of Directors and officers, except the President and President Elect, shall be elected in the spring. The rotation for officers' positions is specified in the Policies and Procedures

Section 2. Nominating Committee. Nominations of all candidates for officers and members of the Board of Directors shall be by a nominating committee consisting of the Immediate Past President as chair and two (2) members appointed by the President and approved by the Board of Directors at the January Board meeting.

1. All candidates to serve on the Board of Directors must be members in good standing of CARA and IRC.
2. To be eligible for an executive office, a candidate must have served dutifully as a CARA Board Member for a minimum of one year.
3. Nominee for President must be a member of ILA.
4. Advance consent to serve if elected from each nominee shall be secured by the committee.
5. Newly elected officers and board members will be notified by the Chair of the

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Nominating Committee.

Section 3. Election Process. The Nomination and Election process shall take place annually, from January through March.

1. The Chair of the Nominating Committee shall invite nominations for the Board of Directors and Executive Committee beginning February 1. Nominations will be accepted online as well as from the floor during the winter General Membership Business Meeting.
2. Upon the close of nominations, the Nominating Committee shall contact all candidates to confirm eligibility and willingness to serve.
3. The Nominating Committee shall present the slate of candidates to the Board of Directors at its March Board meeting.
4. Upon approval of the slate of officers, the Chair of the Nominating Committee shall distribute an electronic ballot to the general membership of the council. The ballot shall be accompanied by brief biographies and position statements of all candidates. Voting will take place electronically over a period of two weeks to be completed by April 1.
5. A plurality of the votes cast shall constitute an election. In case of a tie, the Board of Directors will decide the election. The President shall be responsible for reporting the newly elected members of the Board of Directors and the Executive Committee to IRC and to the ILA State Coordinator using the *Report of Local Council Officers and Committee Representatives* prior to the deadline established by IRC. The results of the election will be announced to the members at the Spring General Membership Business Meeting.
6. Newly elected members of the Board of Directors and Executive Committee take office July 1.

Section 4. Leadership Transition Meeting. The June Board of Directors Meeting shall be a Leadership Transition Meeting to be attended by the outgoing and newly elected officers and directors. 1. During the Leadership Transition Meeting, the President shall thank the outgoing directors and officers and induct the newly elected directors and officers.

2. Newly elected directors and officers will receive copies of the Bylaws and Policies and Procedures, and the current officers will meet with their newly elected counterparts to transfer relevant materials and to discuss responsibilities to ensure the smooth transition of the Board of Directors and the council.
3. At the end of the Leadership Transition Meeting, the outgoing President shall pass the gavel to the incoming President.

ARTICLE IX

Committees

Section 1. Composition. There shall be a standing committee to correspond to each of the standing committees designated by IRC. The President and Board of Directors may authorize additional special committees and ad hoc committees as deemed necessary to fulfill the mission and goals of the Council.

Section 2. Term of Office. All Committees shall serve for the term of the President. Each member of a committee shall continue as such until June 30 or until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. The Chairpersons of committees shall be selected from the Board of Directors by the President with Board approval. Each committee chairperson shall submit a written report to the Board of Directors one week prior to the Board meeting.

Section 4. Committee Membership. The President may either appoint committee members or leave their selection to each committee chairperson.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section. 8 Informal Action. The authority of a committee may be exercised without a meeting if consent in writing, setting forth the action, is signed by or provided by emailed responses from all members entitled to vote.

Section 9. Standing Committees. Standing Committees shall remain from year to year. Standing Committees generally function in roles that encompass the governance of CARA or focus on topics that cover all areas of literacy.

1. Chairs of the Standing Committees are established by their roles on the Executive Committee and are approved at the final Board of Directors meeting prior to the Annual Leadership Transition Meeting.
2. Members of the standing committees shall be selected by the chair. The names of committee members shall be submitted to the Board of Directors before the first Board of Directors meeting in the new year.

Adopted March 30, 2018

3. Members of Standing Committees shall maintain membership in CIRP, IRC, and ILA. 4. One week prior to each Board of Directors meeting, each committee chair should submit a

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report to the President

Section 10. Special Committees. Special Committees are formed to focus on specific topics or areas of literacy as needed and may be dissolved by the Board of Directors.

1. Special Committees shall be comprised of at least three members.
2. Members of Special Committees shall be members of CARA or serve in advisory capacities as appointed by the Committee Chairs.
3. Chairs of the Special Committees are appointed by the President Elect in consultation with the President, and they are approved by the Board of Directors at a meeting prior to the first meeting of the new year.
 - a. The term of office for a Special Committee Chair shall be three years with the opportunity to be reappointed for additional terms.
 - b. The Chair should have served on that committee previously and should have prior information of the recent deliberations and decisions of the committee.
4. One week prior to each Board of Directors meeting, each committee chair should submit a report to the President.

Section 11. Ad Hoc Committees. The President, with the approval of the Board of Directors, shall establish ad hoc committees as needed to implement special projects and/or interests of the council.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any designated fiscal agent of the Council.

Section 3: Deposits. All funds of the Council shall be deposited in a timely manner to the credit of the Council in such banks, trust companies and other depositories as the Board of Directors selects.

Section 4: Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

Article X
Representation at the Annual Membership Meeting

Representation of the council at the IRC Annual Membership Meeting shall be in accordance with that specified by the bylaws of IRC.

Article XI
Books and Records

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall maintain a record of the names and addresses of the members entitled to vote posted on the Council's digital file. All books and records of the council may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

Article XII
Fiscal Year

The fiscal year of the Council shall be fixed by resolution of the Board of Directors of IRC.

Article XIII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of this Council, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XIV
Indemnification

Section 1. Indemnification in Actions other than by or in the Right of the Council. The Council 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, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he or she is or was a director, officer, employee or agent of the Council, is or was serving at the request of the Council, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a

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plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or 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, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Council. The Council may indemnify any person who as 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 the Council to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council and provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council unless any only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee or agent of a Council has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) and reasonably incurred by such person in connection herewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article shall be made by the Council only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council authorized in this Article.

Section 6. Indemnification Not Exclusive. This indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise,

both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefits of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Council shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of these Sections.

Section 8. Notice to Members. If the Council has paid indemnity or had advanced expenses to a director, officer, employee or agent, the Council shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. References to Council. For the purpose of the Article, references to “the Council” shall include, in addition to the surviving Council, any merging Council (including any Council having merged with a merging Council), absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its director, officers, and employees or agents of such merging Council, or was serving at the request of such merging Council as a director, officer, employee or agent of another Council, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Council as such person would have had with respect to such merging Council if its separate existence had continued.

Section 10. Other References. For the purpose of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Council” shall include any service a director, officer, employee or agent of the Council which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Council” as referred to in this Article.

Article XV
Amendments

The assembly of CARA shall have the power to amend these bylaws as stated in this Article.

Section 1. Origin. Amendments of these Bylaws may be proposed by:

1. A quorum of the Board of Directors
2. The Bylaws Committee or;
3. A petition signed by 50 members of this Association.

All amended bylaws shall be sent to the ILA State Coordinator for approval after presenting them to the members for adoption, pending IRC approval.

Section 2. Procedures for Amending

1. After thirty (30) days' notice to the entire membership, voting on proposed amendments shall take place, by electronic ballot.
2. An affirmative vote of two-thirds of those present or responding shall be necessary for the adoption of amendments to these bylaws.

Section 3. Incorporation. Amendments adopted as described in B above, shall be incorporated into these Bylaws. Copies of all amendments shall immediately be sent to the ILA State Coordinator.

Article XVI
Dissolution

In case of the dissolution of this Council, any assets remaining after paying or making provision for the payment of all liabilities of the Council shall revert to the Illinois Reading Council.