

BYLAWS OF THE DYSLEXIA ASSOCIATION OF GREATER BATON ROUGE, INC.

ARTICLE I

The name, object, and purpose of this association are as stated in the Articles of Incorporation.

ARTICLE II - MEMBERSHIP

Membership in this association is open to any individual of legal age (21) interested in the purposes of the Dyslexia Association of Greater Baton Rouge (DAGBR) committed to the mission of The Brighton School (TBS) who qualifies by paying annual dues in conjunction with The Brighton Parent Organization (BPO) and is approved by the Executive Committee of the Board of Directors. Membership shall be in effect not less than thirty (30) days prior to the Annual Meeting for voting purposes. Annual dues run from June 1 to May 31, concurrent with the fiscal year. Membership can be terminated for cause by the Board of Directors. Each DAGBR membership is entitled to one vote. Persons referenced in Article VII are not eligible to vote in Board elections.

ARTICLE III - BOARD OF DIRECTORS

The direction of this association shall be vested in a Board of Directors. The Board of Directors shall consist of nine (9) voting members elected by the association members, six (6) voting members appointed by the Board plus non-voting ex-officio members as provided in Article III, Section J (each a "Director"). Directors serve without compensation except for reimbursement of expenses incurred while performing necessary duties as Director of the Board. The Directors shall be elected at the general DAGBR membership meeting held in April of each year.

The term of office for elected and appointed directors is June 1 to May 31, unless the director is filling an unexpected vacancy.

A. Eligibility

1. Upon election or appointment, non-DAGBR members must become a member of the organization through payment of dues prior to the next scheduled Board meeting. Failure to do so will disqualify the Director-elect.
2. No current employee of any DAGBR program shall be a member of the Board of Directors, except as ex-officio as provided in Article III, Section H.
3. Only one (1) member of a family may serve on the Board of Directors at a time. Persons of immediate relationship to a current Director or of a current employee, either by blood or law or significant other, may not be nominated to serve on the Board of Directors.
4. A person who is in default of any financial obligation to TBS shall not be considered as a nominee to the Board of Directors.

B. Primary Responsibilities

1. A Board of Directors has three (3) primary responsibilities:
 - a. establish the direction of TBS as it relates to mission, vision, goals, and values,
 - b. ensure resources for TBS as it relates to funding policies, leadership, and reputation, and

- c. select and oversee the Executive Director, who is responsible for the operations of TBS as it relates to programs, finances, and operations.
2. A skill set for a successful Director includes, but is not limited to:
 - a. strategic planning,
 - b. financial and risk management,
 - c. program assessment, and
 - d. fundraising.
3. Directors are bound to exercise a legal standard known as the Duty of Loyalty to the organization. This standard requires that Directors put the interest of the organization before their personal and professional interests and before the interest of any constituent group.
4. Directors shall avoid any conflict of interest or the appearance of such, and any improprieties that might embarrass or harm the Board of Directors or the organization.
5. Directors shall read and agree to the following adopted board policies on an annual basis:
 - a. DAGBR Confidentiality Agreement,
 - b. DAGBR Whistleblower Policy,
 - c. DAGBR Conflict of Interest Policy
 - d. DAGBR Board of Directors' Job Description, and
 - e. DAGBR Board of Directors' Standards of Conduct and Code of Ethics.
6. The Directors shall have the authority, by a two-thirds (2/3) majority vote, to borrow money and/or to mortgage or pledge its property as security for a loan to the corporation or any of its subsidiaries as may be needed for the operations of the association.

C. Association Elections

1. Notification of upcoming Board of Directors elections shall be made known to the current DAGBR membership in January. The deadline for submitting nominations shall be February 15.
2. Nominations in the form of a Board Biography Questionnaire for each nominee shall be received and reviewed in March by the Nomination Committee. The Nomination Committee will determine which candidates to put forward for the purpose of the election. The Nomination Committee reserves the right to reject any application that it deems not to be in the best interest of the association and the school.
3. Directors shall be elected by the current DAGBR membership by paper ballot at the annual meeting. Absentee ballots can be submitted at the school office beginning seven (7) days prior to the advertised date of the annual meeting. All voting shall be done in person, as proxy voting is not allowed.
4. Directors shall be elected by popular vote of the DAGBR membership who participates in the election.
5. Each DAGBR membership is entitled to one vote. TBS families with more than one (1) student enrolled in school are entitled to only one vote.

D. Term of Office

1. Approximately one-third (1/3) of the association-elected Board of Directors shall be elected each year, and the term of office shall be three (3) consecutive years.

2. At the conclusion of a three (3) year term, a director may request to serve an additional term, but he/she must be re-elected at the annual meeting. Each Director is limited to serving two (2) consecutive three (3) year terms. Any individual who has exhausted his/her two (2) consecutive terms shall be required to remain off the Board of Directors for one (1) year from the date his/her second term expires.
3. The Board of Directors shall have the authority to fill any interim vacancy. A Director elected to fill a vacancy shall complete the term of office of the Director being replaced. A vote of a two-thirds (2/3) majority of the Directors present at a board meeting is required to fill a vacancy.

E. Directors Appointed by the Board

1. The Board will appoint two Directors each year, and the term of office shall be three (3) consecutive years. The successful candidates will be appointed by a two-thirds (2/3) majority vote of the Directors present at the meeting.
2. At the conclusion of a three (3) year term, a director may request to serve an additional term, but he/she must be re-appointed at the annual meeting. Each Director is limited to serving two (2) consecutive three (3) year terms. Any individual who has exhausted his/her two (2) consecutive terms shall be required to remain off the Board of Directors for one (1) year from the date his/her second term expires.
3. The Board of Directors shall have the authority to fill any interim vacancy. A Director elected to fill a vacancy shall complete the term of office of the Director being replaced. A vote of a two-thirds (2/3) majority of the Directors present at a board meeting is required to fill a vacancy.

F. Absences and Director Vacancies

1. For reasons of absence, Directors must respond, in writing, to the Board President prior to meetings as to the reason for non-attendance. The Board of Directors may excuse an absence for cause. The office of a director may be declared vacant if a director misses two (2) consecutive scheduled meetings. The President shall notify, in writing, the absent Director that his/her service is no longer required. The vacancy shall be filled in accordance with Paragraphs D, 3 and E, 3 above.
2. The office of a director may be declared vacant if a director accrues a financial debt to TBS and fails to make proper arrangements with the school business office to satisfy the obligation within sixty (60) days.
3. Any vacancies shall be filled by a Director elected at the next board meeting where a candidate or candidates have applied. The successful candidate will be elected by a two-thirds (2/3) majority vote of the Directors present at the meeting. When a vacancy exists, the Board has the authority to continue to conduct the business of the association.

G. Orientation

Orientation shall be provided to all newly elected Directors following the annual election. The orientation shall include but is not limited to board procedures, committee structure and responsibilities, operational procedures, and ongoing projects. The orientation shall be scheduled and conducted by the Executive Committee.

- H. Recall
Any Director may be recalled by a two-thirds (2/3) majority vote of the Directors present at a regular board meeting, or a special board meeting called for that purpose.
- I. Complaint Against a Director
Any DAGBR member may file a complaint against a Director with the Board. The complaint must be in writing and must specify the nature of the problem in adequate detail. Such reasons can be but are not limited to dishonesty, failure to perform in office, or financial mismanagement.
1. The Director who is the subject of the written complaint(s) shall be given reasonable time to prepare a written response to the complaint(s).
 2. After receipt of the response, the Board shall convene in an executive session within thirty (30) days to consider the complaint(s). The Director and the complainant(s) may be invited to present evidence and should be available for questioning at such meeting. The President shall preside over such a meeting. If the President is the subject of the complaint(s), the Vice President shall preside.
 3. The Board of Directors shall vote by secret ballot to retain or remove the Director. The ballots shall be retained for at least thirty (30) days after the vote. A two-thirds (2/3) majority vote of those in attendance shall be required to remove a Director from office. The Director who is the subject of the complaint(s) shall not be allowed to vote.
- J. Ex-Officio Directors
1. The Executive Director shall be a non-voting ex-officio member of the Board and all Board committees.
 2. The Immediate Past President shall be a non-voting ex-officio member of the Board. The Immediate Past President shall:
 - a. perform such duties as the President and/or the Board of Directors may determine, and
 - b. serve as the chairperson of the Nomination Committee.
 3. Additional ex-officio Directors may be provided for by a two-thirds (2/3) majority vote of the Board for a specified time in the event the Board determines that a need for a specific skill set, experience, or expertise is necessary.

ARTICLE IV - OFFICERS

The officers of the Board of Directors are officers of the corporation.

- A. Number
The officers of the Board of Directors shall consist of a President, Vice President, Treasurer, and other officers as required.
- B. Eligibility
Any Director shall be eligible to hold office. If the Officer is unable to fulfill the duties of his/her office, he/she shall be asked to step aside by the Board of Directors and another Director shall be elected to assume the duties of that office.

C. Nominations and Elections

Candidates for election may be nominated by any Director. Officers shall be elected by a majority vote of the Directors at the May regular meeting. No Director shall hold more than one (1) office on the Board of Directors.

D. Term of Office

An officer's term of office shall begin on June 1 following the meeting at which he/she is elected and shall continue for one (1) year until his/her successor is elected and takes office.

E. Duties

1. President

- a. The President will preside at all meetings of the Board of Directors. He/she shall serve as an ex-officio member of all committees. He/she shall appoint all committee chairs (except the Finance and Nomination Committee) and shall have powers conferred by law, the Articles of Incorporation, these bylaws, and as authorized by the Board of Directors. He/she is authorized to sign checks.
- b. The President shall appoint the Board Secretary. The Board Secretary shall ensure that minutes are kept, including action(s) taken electronically, via telephone, or other means of electronic communication, maintain a Board roster, give notice of all meetings, and have such other duties and authorities as the President may delegate.

2. Vice President

The Vice President shall assume the duties of the President when the President is absent and shall assist the President as required.

3. Treasurer

The Treasurer shall serve as the chair of the Finance Committee. He/she shall coordinate with the business manager of TBS to make a report at each regular meeting. He/she is authorized to sign checks. The Treasurer shall assume the duties of the President or Vice President in their absence.

4. Other officers

Other officers, if any, shall have the duties and authority delegated to them by the Board of Directors as required.

F. Vacancies

If the presidency is left vacant, the Vice President shall replace the President and fill his/her term. Any other vacancies shall be filled by a Director elected at the next board meeting by a majority vote of the Directors present.

G. Bonding

Anyone authorized to sign checks shall be bonded by a bonding company authorized to do business in the State of Louisiana.

ARTICLE V – MEETINGS

A. Board of Directors

1. The Directors shall meet no fewer than six (6) times during the fiscal year. Written notice by mail, fax or electronic transmission of the place, time, and date of a meeting shall be sent to each Director and

2. the DAGBR membership at least seven (7) days prior to the meeting date. Fifty percent (50%) of the voting Directors shall constitute a quorum for the purposes of all Board of Directors meetings.
3. Special meetings may be called by the President or a majority of the Directors upon giving at least seven (7) days written notice by mail, fax, or electronic transmission of the purpose, time, and place of such meetings. The seven (7) days notice is not required when at least fifty percent (50%) of the voting members of the Board vote, prior to a special meeting, to waive the notice. In the case where a special meeting is proposed by a Board member other than the president of the Board, the president, and the executive director of TBS will acknowledge that they have been notified about the meeting prior to the vote to hold the meeting.

B. Annual Membership

The annual meeting of the membership of this association shall be held in April at the time and place to be designated by the Board of Directors. Only DAGBR members will be allowed to attend the meeting. The DAGBR membership shall be notified of the annual meeting via email, electronically on the school website, or posted notices on the TBS campus not less than two (2) weeks prior to the meeting date. Fifty percent (50%) of the voting Directors shall constitute a quorum for the purposes of annual membership meetings.

C. Electronic Meetings

The Board of Directors shall permit the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Any Director participating by this means is deemed present.

D. Electronic Voting

For purposes of acting without a meeting, solicitation via electronic balloting and voting shall be permitted. Such procedure shall be initiated by the electronic distribution of ballots and all related materials for consideration by the Board of Directors. Thereafter, each Director shall be permitted to cast his/her vote electronically. The deadline for receipt of such electronic votes cast by the Directors shall be as stated in the electronic ballot.

ARTICLE VI - COMMITTEES

A. Executive Committee - (Powers and Duties)

1. The Board of Directors shall have an Executive Committee consisting of the Executive Director, President, Vice President, Treasurer, and at least one other Director appointed by the President. Others may be asked to attend at the discretion of the Executive Committee.
2. Responsibilities:
 - a. the orientation of new directors,
 - b. on-going training and educational programs for all directors,
 - c. the annual self-evaluation of the Board of Directors,
 - d. oversight of the annual evaluation of the executive director, and
 - e. support for the executive director.

B. Standing Committees - (Powers and Duties)

1. Finance Committee
Responsibilities:

- a. assisting the Board Treasurer in carrying out his/her responsibilities,
 - b. preparing and presenting an annual operating budget to the Board of Directors for approval and adoption,
 - c. oversight of all budgets and financial matters in connection with the operation of the school,
 - d. authorizing an annual audit of the association's financial records,
 - e. presenting an annual financial report to the membership,
 - f. approving selection of the CPA and auditor,
 - g. recommending annual tuition and fees to the Board of Directors for approval and adoption,
 - h. recommends a tuition reimbursement policy to the Board of Directors for approval and adoption. The executive director is responsible for implementing the policy.
 - i. overseeing the investment of all designated funds,
 - j. overseeing the disbursement of the earnings of the various funds, according to the most current version of TBS Accounting Policies and Procedures, and
 - k. oversight of reviewing and/or revising TBS Accounting Policies and Procedures on an annual basis.
2. **Nomination Committee**
The Nomination Committee shall be responsible for reviewing, vetting, and presenting potential Directors to the membership. The Committee shall consider the talents needed on the Board of Directors and its committees.
3. **Institutional Advancement Committee**
The Institutional Advancement Committee works with faculty, parents, and the Board to set fundraising goals, establish policies and a timetable to support those efforts. The committee is also involved in cultivating major gifts and corporate prospects, providing support for special events, and identifying potential new grants for the school's mission.
- Comprised of directors and non-directors (including the TBS Director of Advancement), the Institutional Advancement Committee is also responsible for supporting Board-initiated institutional advancement and fundraising efforts such as the Annual Giving Fund, future capital campaigns, and endowments.
- The committee works to build a culture of philanthropy and involvement within the school by helping build new relationships capable of making significant philanthropic investments.
4. Other committees may be designated by the Board of Directors and/or Board President.

ARTICLE VII- EXECUTIVE DIRECTOR

The programs of DAGBR shall consist of a full-time school, a summer program, and other programs and positions as approved by the Board of Directors. The Board of Directors shall have the authority to employ an Executive Director. The Executive Director shall be the chief operating officer of The Brighton School and shall have the duty to oversee and coordinate the activities of all programs of the school. The Executive Director shall serve at the discretion of the Board of Directors. In the event of a vacancy of the office of Executive Director, the President shall appoint an interim Executive Director until an Executive Director is employed by the Board of Directors.

ARTICLE VIII- PARLIAMENTARY PROCEDURE

The Articles of Incorporation and/or the bylaws of the Association shall govern the procedures of meetings. To the extent they are silent, Robert's Rule of Order shall govern, but only for those matters not provided for in the Articles of Incorporation and /or bylaws as created or amended.

ARTICLE IX –NON-DISCRIMINATORY CLAUSE

DAGBR does not and shall not discriminate in any of its services, employment, or membership on the basis of race, religion (creed), color, gender, gender expression, age, ethnic origin, disability, marital status, sexual orientation or military status.

ARTICLE X - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors after a thirty (30) day written notice to the Directors and the DAGBR membership.