

## **BYLAWS OF THE INTERNATIONAL 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 Executive Board 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 Executive Board 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 International College Learning Center Association (ICLCA) 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; and
- offering forums for celebrating and respecting the profession.

### Article III: Membership

- Section 1. **Membership Levels.**
- a) Professional Membership. 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. 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. 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. 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. A professional member who should retire while holding an Executive Board position can complete that term but will be ineligible to run for office again.

Section 2. Requirements for membership are as follows:

- a) Application. Applications for membership shall be in writing in a form prescribed by the Executive Board;
- b) Payment of Dues. 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.

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 Executive Board.

#### Article IV: Executive Board

Section 1. General Powers and Numbers. The business and affairs of the Corporation shall be managed by its Executive Board according to the Corporation's Article of Incorporation and Bylaws as outlined in Article IV section 2.

Section 2. Composition. The Executive Board shall consist of the officers of the corporation as identified in Article V of the bylaws.

Section 3. General Responsibilities. The Executive Board members are responsible for:

- a) Attending all board meetings
- b) Attending and staffing the annual conference

Section 4. Tenure and Qualifications. Members of the Executive Board shall hold office until their successor shall have been elected, or until their death, resignation or removal. An Executive Board Member may resign at any time by filing a letter of resignation with the President of the Corporation.

Section 5. Vacancies.

- a) Filling Midterm Vacancies. Temporary vacancies in the Executive Board may be filled for the remainder of the unexpired term by appointment of the President.
- b) Filling Presidential Vacancies. In the event the office of President is vacated, the Immediate Past President will fill the remainder of the unexpired term.

Section 6. Meetings/Notice.

- a) The Executive Board 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 Executive Board. Members of the Corporation may place items on the agenda by notifying a member of the Executive Board. The President shall give notice of the meetings to the members of the Executive Board at least

thirty (30) days in advance.

- b) Special Meetings. Special meetings of the Executive Board may be called by the President or at the request of any two Executive Board Members. The President shall designate the time and place for any such special meetings and shall give notice to each Executive Board Member at least seven (7) days in advance of the meeting. The notice for this meeting shall state the business to be conducted. At such a special meeting, no business other than that stated in the notice shall be transacted.
- c) Notice. Written notice of any meeting of the Executive Board shall be provided to each Executive Board Member in advance of the meeting.

Section 7. Quorum/Voting. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Each member of the Executive Board shall be entitled to one vote at any meeting of the Executive Board. To be enacted, all motions must receive a majority vote of the Executive Board.

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 Executive Board 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 Executive Board or of such committee, as the case may be, and such written consent is filed with minutes of proceedings of the Executive Board or committee. Actions requiring expenditures of corporate funds in excess of \$500 must have prior Executive Board approval.

Section 9. Manner of Acting. The act of the majority of the Executive Board shall be the act of the Executive Board 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 Executive Board Member chosen by the Executive Board Members present, shall call meetings of the Executive Board 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 Executive Board, but in the absence of the Recording Secretary, the presiding officer may appoint any Executive Board Member or any other person present to act as secretary of the meeting.

Section 11. Presumption of Assent. An Executive Board Member who is present at a meeting of the Executive Board 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 an Executive Board Member 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 & Communications Officer, Membership Secretary, Recording Secretary, Treasurer, Professional Development Officer, and Certification Officer.

The Marketing & Communications Officer, Membership Secretary, Recording Secretary, Treasurer, and Professional Development Officer are selected biannually by being nominated first and then elected by receiving a majority of the votes cast by secret ballot of the membership. Officers must be Professional members of ICLCA 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, be non-voting positions, and be appointed by the Executive Board.

Section 2. Removal of officer of the Corporation: Removal of an officer of the

Corporation is an extremely serious matter and should only be undertaken after the facts in the matter have been carefully collected and considered and after all lesser options have been considered. An officer may be removed by two methods.

- a) Removal by the Executive Board. Prior to any vote to remove an officer from the Executive Board, the officer must be provided all applicable information about the matter being considered and allowed at least three weeks to provide a response. A member of the Executive Board may be removed from office for the following reasons, by a vote of three fourths of the Executive Board.

- i. Not performing the official duties of the office.
  - ii. Conduct which brings discredit upon the organization.
- b) Recall by the Membership. 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 Executive Board, shall in general supervise and control all business and affairs of the Corporation;
- b) act as chairperson and presiding officer of the Executive Board, 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 Executive Board;
- d) be an ex/officio member of all standing committees and task forces;
- 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 ICLCA publications;
- g) ensure that the theme for the annual conference is established for the Past Presidential year;
- h) ensure effective transitions for all offices;
- i) establish and maintain the calendar for the presidential year;
- j) draft position papers on topics of professional ethics, standards for the adoption of the membership or issues affecting learning assistance professionals; and
- k) select the award and grant recipients for the Annual Conference.

Section 5. Immediate Past President. The Immediate Past President shall:

- a) Act as parliamentarian;
- b) serve as an advisor to the President;
- c) coordinate all functions of the election of officers including the call for nominations, slate of candidates, ballot creation, tabulation of votes, confirmation of elected officers, and announcement to the membership;
- d) coordinate the Corporation's services to new learning centers including activities such as the ICLCA Institute and Affiliate liaison;
- e) act as Past Presidents' Council liaison to the Executive 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 the presidential year;
- c) organize the annual conference of the Corporation, including:
  - i) physical arrangements;
  - ii) planning of the full conference program with the Professional Development Officer; and
  - iii) promoting the conference with the Marketing & Communications Officer;
- d) assume the office of President after serving one year as Vice-President;
- e) develop the call for proposals for the presidential year and the call to conference for the vice presidential year; and
- f) contact and secure speakers for the annual conference for the 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 Executive Board;
- 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; and
- e) maintain and update the archives and records of the corporation.

Section 8. Marketing & Communications Officer. The Marketing & Communications Officer shall:

- a) Coordinate all communication efforts, including email, website, social media, and print, for the Corporation;
- b) develop and update informational and promotional materials for display at conferences and for prospective Corporation or affiliate members;
- c) manage the full conference program in the conference app with content from the Vice President and Professional Development Officer;
- d) organize, maintain, and ship the ICLCA exhibit materials, including the display board, to ICLCA Annual Conference and other professional conferences;
- e) in conjunction with the Membership Secretary, coordinate informational materials for membership drives for retention and recruitment;
- f) communicate information, deadlines, and requests for action between the Executive Board, ICLCA Online Newsletter, and The Learning Assistance Review;
- g) evaluate and identify new means of enhancing communications among the Executive Board, ICLCA membership and educators working in the field of learning assistance; and
- h) oversee the Webmaster.

Section 9. Membership Secretary. The Membership Secretary shall:

- a) Maintain and analyze a database of membership records;
- b) facilitate communications to the membership in conjunction with the Marketing & Communications Officer;
- c) coordinate membership drives for retention and recruitment, including:



- i) Advertise the advantages of membership in the Corporation;
- ii) revise new membership applications as needed; and
- iii) confirm receipt of applications and, in conjunction with the Treasurer, acknowledge membership upon receipt of dues;
- d) serve as registrar for ICLCA conferences;
- e) serve as the primary contact between the Affiliates and the Executive Board; and
- f) coordinate meetings of the ICLCA Affiliate Presidents.

Section 10. Treasurer. The Treasurer shall:

- a) Receive, record, hold and disburse all monies of the Corporation at the direction of the Executive Board, including membership dues and conference registration fees, in accordance with the financial policies;
- b) present an annual statement of the Corporation's accounts to the membership;
- c) serve as chairperson of the Finance Committee and prepare the Annual Budget in conjunction with the Executive Board; and
- d) arrange to have any tax forms, or forms regarding the legal status of the Corporation, properly prepared and submitted;

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

- a) Chair the Professional Development Committee;
- b) coordinate the review and selection process of conference proposals;
- c) create the full conference schedule;
- d) coordinate research activities of the Corporation;
- e) coordinate Professional Development Grants and Award; and
- f) oversee the Webinar Coordinator and The Learning Assistance Review Editor.

Section 12. Development Officer. The Development officer shall:

- a) Maintain the current list of exhibitor contacts and vendors;
- b) recruit and coordinate additional exhibitors;
- c) collaborate with both venue and Conference Chair to ensure needs are met;
- d) develop and update, as needed, the fee structure for all advertising and vendor options for the conference;
- e) cultivate new opportunities for corporate sponsorships, grants, and other revenue generation; and
- f) facilitate vendor partner webinars and liaise with Vendor Webinar Coordinator on delivery of content.

Section 14. Certification Officer. The Certification Officer shall:

- a) Oversee the Learning Center Leadership Certification (LCLC) Chair and the Learning Centers of Excellence Certification (LCE) Chair;
- b) collaborate with all ICLCA Executive Board Members on all certification initiatives including certification presentations at conferences for ICLCA and other CLADEA organizations; and
- c) prepare an Annual Report and submit it to the ICLCA President.

#### Article VI: Finances

Section 1. Membership dues may be modified during the annual meeting. In emergency situations, the Executive Board has the authority to modify the membership dues. A two-thirds vote of the Executive Board is required to modify the dues.

Section 2. Expenditures of organizational funds shall be governed by policies established by the Executive Board.

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, as well as conduct a full audit of the Corporation's accounts after a new officer is sworn in as Treasurer.

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: Standing Committees.

- Section 1. Appointments to Standing Committees. The President with the approval of the Executive Board 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 Executive Board 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 Executive Board.

- Section 6. The Standing Committees' membership and responsibilities shall be the following:

- a) Professional Development Committee
- i) Members. The Professional Development Committee shall have five (5) members plus a chairperson who will assist the Professional Development Officer.
  - ii) Responsibilities.
    - (1) Assist the Professional Development Officer in reviewing conference proposals;
    - (2) assist the Past President in the development of new learning centers;
    - (3) 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;

- (4) coordinate research activities of the Corporation; and
- (5) award Professional Development Grants.

b) Newsletter Committee

- i) Members. The chair of the Newsletter Committee shall be the editor of the newsletter. The committee shall have four (4) additional members.
- ii) Responsibilities.
  - (1) Publish three newsletters a year which shall represent the official position of the Corporation as approved by the Executive Board.
  - (2) For the annual conference, act as liaison with publishers and distributors.

c) Finance Committee

- i) Members. The Finance Committee shall be chaired by the Treasurer of the Corporation. Two (2) members shall also be appointed to the Finance Committee.
- ii) Responsibilities.
  - (1) Prepare the budget for the corporation;
  - (2) be responsible for a profit/loss sheet for all operations;
  - (3) be responsible for maintaining and supervising all assets of the Corporation; and
  - (4) recommend changes in dues structure to the Executive Board.

d) Past President's Council

- i) Members.
  - (1) All Past Presidents, including the Immediate Past President are automatically members of the Council.
  - (2) The members of the Council shall select one member as the Chair of the Council for a two-year term.
  - (3) The Immediate Past President serves as liaison to the Executive Board.

- ii) Responsibilities.
  - (1) Study concerns of importance to ICLCA members;
  - (2) evaluate the feasibility of activities of ICLCA and advise on future directions of the organization;
  - (3) present report to members at annual conference; and
  - (4) serve in advisory capacity to the President and Executive 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 Executive 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 Newly Revised 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 Executive Board, 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 Executive Board. 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 Executive Board 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 Executive Board, 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 Executive Board 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 Executive Board 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 an Executive Board Member or officer of this Corporation, or is or was serving at the request of this Corporation as an Executive Board Member, 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 an Executive Board Member or officer of the Corporation or is or was serving at the request of the Corporation as an Executive Board Member, 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 Executive Board Member 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 Executive Board Member 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 Executive Board by a majority vote of a quorum consisting of the Executive Board who are not parties to such action, suit or proceeding;
- b) If such a quorum is not attainable, or, even if attainable, a quorum of disinterested Executive Board Members 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 an Executive Board Member 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 may have a seal. The seal may be used on awards, certifications, and other official documents deemed appropriate by the Executive Board.

Article XVI: Initial Officers.

The members of the Executive Board 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 ICLCA.

Letters of intent should include items as outlined in the ICLCA 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:
  - i)     Develop bylaws that support the mission and vision of the ICLCA;
  - ii)    establish standing committees and determine the number of officers for the affiliate;
  - iii)   ratify a fiscal policy that establishes membership dues, sources of revenue, a nonprofit tax profile, and be responsible for yearly income tax filing;
  - iv)    ensure that one Executive Board member from each affiliate is present at the annual conference;
  - v)     determine the number and means for professional development opportunities for affiliate members;
  - vi)    establish a web presence; and
  - vii)   require all Executive Board members of the affiliate to be members in good standing of the ICLCA.

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 Executive Board.



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

*The Bylaws were revised:*

*April 2, 1996;  
April 2000;  
October 5, 2005;  
November 1, 2011;  
June 2012;  
October 2013;  
October 2014;  
July 1, 2016;  
May 9, 2018;  
October 2019;  
September 10, 2020; and  
September 26, 2023*

*Prior to November 20, 1999, the organization was named the Midwest College Learning Center Association (MCLCA).*

*Prior to September 26, 2023, the organization was named the National College Learning Center Association (NCLCA).*