

**BYLAWS OF THE INTERNATIONAL DYSLEXIA ASSOCIATION
KANSAS-MISSOURI BRANCH**

ARTICLE I- NAME, RELATIONSHIP TO THE ASSOCIATION

1. The name of this corporation, hereinafter referred to as the Branch, shall be the International Dyslexia Association, Kansas-Missouri Branch, Founded in Memory of Samuel T. Orton. The Branch, a non-profit corporation, is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.

2. These Bylaws of the Kansas-Missouri Branch are subordinate to the Articles of Incorporation and the Bylaws of The International Dyslexia Association, herein referred to as the Association, the parent organization of the Kansas-Missouri Branch. In the event of conflict, the Articles of Incorporation and the Bylaws of the Association shall prevail.

3. The policies of the Kansas-Missouri Branch shall be consistent with those of the Association.

ARTICLE II – PURPOSES

1. The purposes of the Branch shall be to meet our Mission and Vision. This

should be adjusted with a strategic planning event, every new presidential term and should be worked on during their term by all members of the branch.

- a. Mission: The IDA Kansas-Missouri branch is dedicated to supporting teachers, individuals with dyslexia, their families, and the communities that advocate for them.
- b. Vision: Become a trusted resource helping parents, families, and educators understand and support dyslexia—building awareness and advocacy until everyone can read.
- c. be a non-profit, scientific and educational organization for the multidisciplinary study and treatment of individuals with dyslexia and related disorders;
- d. support the purposes of the Association and abide by its policies and procedures;
- e. consist of members, a Board of Directors, Officers, and an Executive Committee;
- f. support and encourage study and research into the nature of dyslexia and related disorders as well as all aspects of the acquisition and mastery of written language, including, but not limited to, reading, spelling, and writing;
- g. promote the appropriate diagnosis and treatment of dyslexia and related disorders;
- h. promote, encourage, and support the preparation and continued education of professionals and other personnel to ameliorate the

impact of dyslexia and related disorders and to promote optimal methods of reading instruction for all children; and

- i. promote public awareness and understanding of dyslexia and related disorders, as well as, knowledge of factors important to learning to read and write, through responsible dissemination of research-based knowledge.
2. The fiscal year shall be from April 1 to March 31.
 3. The Branch shall receive, hold, and make disbursements in payment of lawful indebtedness. These transactions shall be carried out in accordance with and as directed by the Bylaws of the Branch, and as directed or authorized by the Board of Directors, hereinafter referred to as the Board. Any solicitation of funds shall conform to the guidelines as approved by the Association.
 4. In the event of a large donation, board members would take into account investment opportunities with advice from a tax attorney.

ARTICLE III – MEMBERSHIP

1. Membership shall be open to any individual in sympathy with the purpose of the Association and this Branch, without regard to age, sex, creed, color, disability, nationality, ethnic/religious background or marital status.
2. One must be a member of the Association to be a member of this Branch.
3. Membership categories are those defined by the Association.

4. Membership rights are the same as those defined by the Association.
5. The number of dues for each membership category shall be determined by the Association. Dues shall be paid directly to the Association.
6. A portion of each Branch member's dues, as determined by the Board of Directors of the Association, shall be transmitted to the Branch.
7. When dues are submitted with an application for initial membership or to reactivate a dropped membership, dues remain current for one year from the date of payment. When submitted with a membership renewal, dues remain current from the annual anniversary date.

ARTICLE IV – Officers

1. OFFICERS:

- a. The Officers of the Branch shall be a President, a Vice-president, a Secretary, a Treasurer, and, when in effect, a President-Elect and an Immediate Past-president. These Officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the Branch.
- b. No member of the Branch shall hold more than one position on the Board of Directors of the Branch.

2. PRESIDENT:

- a. On the 1st day of June following the completion of his/her term, the President-elect shall assume the office of President for one two-year term or until a successor assumes the office of President. The President is limited to two consecutive terms of two years each.

- b. The President shall preside at all business meetings of the Branch, the Board, and Executive Committee and shall represent the Branch at all meetings of the Association's Branch Council.
- c. The President shall provide leadership to the Branch; shall be an ex-officio member of all committees, except the Nominating Committee; and shall perform such other duties as are incident to this office or as may be properly required of the President by the actions of the Branch or the Board.
- d. At the conclusion of the term of office, the President shall serve as an Ex-Officio member of the Board for one year.
- e. The powers, duties, authority, and limitations of the position of the President shall temporarily, during any absence or disability of the President, pass to the President-elect, or if there is no President-elect, to the Vice-president. The Executive Committee shall resolve any question about the existence or nonexistence of disability on the part of the President.
- f. In the event of the President's removal, resignation, or death, the President-elect shall assume the office of President, finishing the remainder of that term and then continue with his/her regular two-year term. If there is no President-elect, the Vice-president shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of a simple majority of the total members of the Board. Upon election, the replacement shall immediately assume the office of President and shall serve out the balance of the unexpired term.

3. PRESIDENT-ELECT:

- a. At the annual election, and every two years thereafter, when the Nominating Committee determines that a President-elect shall be nominated, one individual from among present or former Board members shall be elected by the membership as the President-elect for a one-year term.
- b. On the 1st day of June following the conclusion of his/her term, the President-elect shall assume the office of President.
- c. During the year as President-elect, duties will include but not be limited to:
 - 1) Attend monthly meetings with the President.
 - 2) Attend National Board meetings with the President.
 - 3) Be an active participant of the Executive Committee.
 - 4) Help the President maintain records on Google Drive.
 - 5) Help the President and other board members answer IDA of KS-MO Branch gmail questions/calls.
- d. In the event of the President's removal, resignation, or death, the President-elect shall assume the office of President, finishing the remainder of that term and then continue with his/her regular two-year term.

4. VICE PRESIDENT

- a. At the annual election, and every two years thereafter, when the Nominating Committee determines that a Vice President-elect shall be nominated, one individual from among present or former Board members shall be elected by the membership as the Vice President-elect for a one-year term.

- b. The Vice President shall be responsible for all duties the President or the Board assigns. The Vice President is limited to two consecutive terms of two years each.
- c. During years a President Elect has not been named, duties may include but are not limited to:
 - 1) Attend monthly meetings with the President.
 - 2) Attend National Board meetings with the President.
 - 3) Be an active participant of the Executive Committee.
 - 4) Help the President maintain records on Google Drive.
 - 5) Help the President and other board members answer IDA of KS-MO gmail questions/calls.
- d. In the event of the President's removal, resignation, or death, the President-elect shall assume the office of President, finishing the remainder of that term and then continue with his/her regular two-year term. If there is no President-elect, the Vice President shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of a simple majority of the total members of the Board. Upon election, the replacement shall immediately assume the office of President and shall serve out the balance of the unexpired term.

5. SECRETARY

- a. At the annual election, and every two years thereafter, when the Nominating Committee determines that a Secretary-elect shall be nominated, one individual from among present or former Board members shall be elected by the membership as the Secretary-elect for a one-year term. The Secretary is limited to two consecutive terms of two years each.

- b. The Secretary, or in his/her absence, Secretary pro tem appointed by the President, shall take attendance and minutes at all meetings of the Board and the Executive Committee; present minutes to the Board, the International Office, and the President of the Association. The Secretary shall keep a record of all of the proceedings of the Branch.
- c. The Secretary shall ensure that all amendments to the Articles of Incorporation, the Bylaws, and other corporate documents are properly recorded and distributed.
- d. The Secretary shall ensure that any new policies enacted by the Board are added to the Branch's policy manual.
- e. The Secretary shall receive all ballots, coordinate the counting of the same, and report the results of all Branch elections and votes to the membership of the Branch and to the Association.
- f. The Secretary shall maintain a roster of current Directors and Officers including their current addresses and telephone numbers, and shall maintain a current member roster including addresses and telephone numbers.
- g. The Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

6. TREASURER

- a. At the annual election, and every two years thereafter, when the Nominating Committee determines that a Treasurer-elect shall be nominated, one individual from among present or former Board members shall be elected by the membership as the Treasurer-elect for a two-year term. The Treasurer is limited to two consecutive terms

of two years each.

- b. The Treasurer or bonded agent appointed by the Treasurer, with the approval of the Board, shall receive and deposit in a depository designated by the Board all funds collected by and paid to the Branch; keep available accurate and current accounts of all such receipts and disbursements; render to the President and Board an account of the financial condition of the Branch semiannually; render to the Executive Committee an account of the financial condition of the Branch quarterly; have power to sign checks, and to endorse, for collection only, all check drafts and other negotiable instruments payable to the Branch; and acts as chairperson of the Budget and Finance Committee. All checks in the amount of \$500 and over must have prior approval of the President and/or approval by the Board.

- c. Duties performed by the treasurer include but are not limited to the following:
 - i. Check IDA of KS-MO Finance Gmail account for payment requests/invoices
 - ii. Issue checks, print letters, and mail letters/checks to scholarship recipients.
 - iii. Email Scholarship Committee with check # once mailed.
 - iv. Provide bank balance at board meetings.
 - v. Send 1099 to vendors paid more than \$600 - Due 1/31
 - vi. Send donation tax receipts for contributions over \$500 - Due Early February*
 - vii. Create Financial Statements and share with Board - April
 - viii. Create Budget for upcoming fiscal year - April
 - ix. File form w/ the KS-SOS - Due 6/15
 - x. File Tax Return - Form 990 - Due 8/15
 - xi. File form with the MO SOS - Due 8/31
 - xii. Complete compliance affirmations through YourCause. - as

prompted

7. IMMEDIATE PAST-PRESIDENT:

- a. At the conclusion of his/her term, the President shall serve a one-year term as a member of the Board in the position of Immediate Past-president.
- b. Following the completion of two full consecutive terms, a Past-president shall be ineligible for re-election for a period of one year.
- c. Thereafter, the individual shall be eligible for election to the Board.

8. REPLACEMENTS

- a. In the event of the President's removal, resignation, or death, the President-elect shall assume the office of President, finishing the remainder of that term and then continue with his/her regular two-year term. If there is no President-elect, the Vice President shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of a simple majority of the total members of the Board. Upon election, the replacement shall immediately assume the office of President and shall serve out the balance of the unexpired term.
- b. In the event of the removal, resignation, or death of the President-elect, the Nominating Committee shall nominate a replacement, subject to election by affirmative votes of a simple majority of the total members of the Board. Upon election, the replacement shall immediately assume the office of President-elect and shall serve out the balance of the unexpired term, at which time, he/she will assume the office of President.

- c. In the event of the removal, resignation, or death of the Vice President, the Secretary, or the Treasurer, the President shall nominate a replacement, subject to election by the affirmative votes of a simple majority of the total members of the Board. Consideration should be given to recommendations from the Nominating Committee. Upon election, the replacement shall immediately assume office and shall serve out the balance of the unexpired term.

9. DETRIMENTAL ACTIONS:

An officer may be removed from office by the affirmative votes of a simple majority of the total members of the Board when the actions of the Officer are not meeting the mission statement of the branch or they're no longer an active participant.

10. ASSUMPTION OF OFFICE:

The Officers, Directors, and members of the Nominating Committee shall assume office on the 1st day of June following their election at the Annual Meeting.

ARTICLE V – BOARD OF DIRECTORS

1. There shall be a Board vested with the authority and responsibility for establishing policy, managing all affairs of the Branch, and advancing the interests of the Branch in accordance with the Articles of Incorporation and the Bylaws of the Branch and the Bylaws of the Association.
2. The Board of Directors shall consist of its Officers and not more than ten (10) other elected members of the Branch, to be known as Directors. All voting members of the Board must be members of the Branch.
3. Directors of the Board shall be elected for a term of two or three years,

which will be specified by the Nominating committee. Following the completion of two full consecutive terms, a Director shall be ineligible for re-election for a period of one year.

4. Directors shall assume office on the 1st day of June following their election at the Annual Meeting.
5. No employee of the Branch or the Association shall be eligible for nomination or election as a Director or Officer or appointment to any of the Branch's committees.
6. There shall be at least four meetings of the Board per year. These meetings are on the third Tuesday of June, September, December and March at 7:30 pm. In addition, the Board may meet as many times and in such places as it shall deem necessary for the fulfillment of its duties.
7. The President must call a meeting of the Board upon the written request of five (5) members of the Board and the reason for such meeting must be stated in advance.
8. Meetings are scheduled a year in advance and shared from the general calendar. This calendar invite will include the meeting link, agenda, date and time, and those participating. It is the responsibility of the Director to keep up to date on the calendar and the committees they're participating in.
9. An agenda of each meeting shall be sent to the Directors at least 48 hours prior to the meeting.
10. A majority of the entire membership of the Board, in addition to the President or the presiding Officer, shall constitute a quorum. This is counted as half plus one.
11. If a director is not being an active member or not fulfilling the mission of the board, they may be removed from the Board by the

affirmative votes of a simple majority of the total members of the Board when the actions of the Director are judged to be detrimental to the Branch.

- An active member participates in quarterly meetings, does not miss more than 2 committee meetings, per committee, each calendar year. Is active on at least one committee. Checks emails, chats, etc. at least once every 48 hours.

12. In the event of the removal, resignation or death of a Director, the President shall nominate a replacement, subject to election by affirmative votes of a simple majority of the total members of the Board. Consideration should be given to recommendations from the Nominating Committee. The replacement shall immediately assume the position and shall serve out the balance of the unexpired term.
13. All voting members of the Board shall serve without compensation.
14. Each Board member, present or past, shall be indemnified to the extent of the Branch's insurance coverage against liabilities and reasonable costs and expenses incurred as a result of any suit or proceeding in which he/she may be involved because of such office. Such indemnification shall exclude liability or expense incurred by action known at the time by such person to be unlawful, or arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties of such office.
15. Any money-raising activity or solicitation of gifts or grants by the Branch shall conform strictly to policies approved by the Association.
16. Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets for one or more exempt purposes within the meaning of Section 502 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall distribute assets to the federal, state, or local government for a public purpose. Any

remaining assets, not so disposed of, shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively, for public purposes.

ARTICLE VI – EXECUTIVE COMMITTEE

1. The executive committee shall consist of all Officers of the Branch; the President, Vice President, Secretary, Treasurer, and when in effect, the President-elect, the Immediate Past-President, and one member of the Board nominated by the President.
2. The Executive Committee shall:
 - a. act in lieu of the Board between Board meetings;
 - b. carry out directives of the Board;
 - c. determine the duties, responsibilities, and contracted services;
 - d. review any contracted services annually prior to formulation of the budget by the Budget and Finance Committee; and
3. The Executive Committee meets monthly on the third Tuesday of each month.
4. A quorum of the Executive Committee shall consist of a simple majority of the total members of the Executive Committee, of half plus one.
5. The minutes of all meetings of the Executive Committee shall be taken by the Secretary or other Officer designated by the President in the Secretary's absence, and shall be sent to all members of the Board, and the International Office and the President of the Association when requested.

ARTICLE VII – BOARD OF ADVISORS

1. The Board of Advisors, if organized, will consist of a number of non-voting members as established by resolution of the Board, adopted from time to time.
2. The advisors will be elected to a one-year term and subject to annual re-election so long as their interest, concern, and support for the purposes and work of the corporation continue.
3. Members of the Board of Advisors will be persons who are qualified by experience and training and/or by the expressed interest, concern, and support for the purposes of the corporation who desire to serve in a limited capacity to render special services and /or consultation to the corporation.

ARTICLE VIII – COMMITTEES

1. COMMITTEES

The standing committees of the Board shall be Budget and Finance, Membership, and Nominating committees and any other such standing committees as determined by the Board which are required to conduct the purposes and goals of the Branch. Ad hoc committees may be established by the President with the approval of the Board.

2. APPOINTMENT TO COMMITTEES

The chairperson and members of each committee, unless otherwise specified in these Bylaws or Board policies, shall be appointed by and serve at the pleasure of the President. Each committee chairperson shall be accountable to the Board as a whole.

3. BUDGET RESPONSIBILITIES

Annually, and in a timely fashion, each chairperson shall submit a budget request to the Treasurer covering the proposed activities of that committee for the ensuing fiscal year.

4. LIMITATIONS ON EXPENSES

No chairperson or member of a committee shall, beyond the limits of approved budget, expend or commit money without prior approval of the Board.

5. THE BUDGET AND FINANCE COMMITTEE

This committee shall consist of the Treasurer, who shall be chairperson, and at least two members of the Branch. It shall:

- a. prepare annually for Board approval a budget of estimated revenue and expenses;
- b. books/finances are available for review at any time;
- c. provide a set of guidelines for the collection disbursement, and deposit of money;
- d. study financial policies;
- e. investigate the availability of grants from foundations and other sources;
- f. determine ways in which revenue may be obtained from materials which may be rented or sold to the public; and
- g. make recommendations regarding the aforementioned to the Board.

6. THE MEMBERSHIP COMMITTEE

- a. This committee shall consist of a Chairperson and at least two other members of the Branch. (formatting change)
- b. The committee shall:
 1. promote growth of the Branch, and
 2. develop recruitment and retention strategies.

7. THE NOMINATING COMMITTEE- formatting change

- a. This committee shall consist of three members adequately distributed professionally and geographically, who shall serve one, one-year term.

- b. One of the members shall be elected by the members at the time of the Annual Elections and two members shall be nominated by the President and elected by the Board of Directors.
- c. The chairperson shall be appointed annually by the President from among the members of the Nominating Committee.
- d. The Nominating Committee members are limited to two terms of one year.
- e. No contracted position of the Branch or the Association shall serve on the Nominating Committee.
- f. In the event of a vacancy on the Nominating Committee such members shall be promptly replaced by election by two-thirds of the entire membership of the Board of Directors.
- g. The committee shall:
 - 1) encourage all members of the Branch to suggest candidates for vacancies and give full consideration to all such suggestions.
 - 2) complete a slate of recommended candidates for all vacancies that are to be filled at the Annual Meeting by election by the members of the Branch. This Committee shall present the proposed slate of prospective nominees for election which includes the forthcoming Nominating Committee members, all Officers, and any existing vacancies to the Board. (These recommendations shall be made no later than four weeks before the Annual Meeting at which such elections shall occur.)
 - 3) ensure that the slate submitted to the members of the Branch by the Nominating Committee shall offer not less than one candidate for election for each executive board position, and not more than three candidates for each vacancy as Director that is to be filled at the time;
 - 4) ensure that the slate of Officers, Directors, and Nominating

Committee shall be emailed an official ballot.

- 5) recommend to the Board the names of candidates to fill any vacant or expired term of a member of the Board unless otherwise stated in these Bylaws;
 - 6) keep current a cumulative roster of those who have served and are serving as Directors, Officers and/or Committee Chairpersons and members, by which the Nominating Committee and its successors shall determine eligibility for possible re-nomination; and
 - 7) keep a current cumulative roster of other members who may be considered as possible future candidates.
- h. In the event of a vacancy on the Nominating Committee such members shall be promptly replaced by election by two-thirds of the entire membership of the Board of Directors.

ARTICLE IX – MEETINGS OF MEMBERS

1. An Annual Meeting of the membership shall be held at a time designated by the Board prior to June 1st, or the purpose of transacting the business of the Branch and electing Directors, Officers, and Nominating Committee members. Advance notice of such meetings and ballots shall be emailed to each member in order to permit a period of two weeks to lapse before closing the polls. (Change from mailing ballots and period of one month)
2. Special meetings of the Branch may be called by the President, the Board of Directors, or upon the written request of five (5) members in good standing and approved by the President and Board of Directors. Notice of such meetings, with a statement of the business for which it is to

be called, shall be given at least two (2) weeks in advance, when possible.

3. Members present at any meeting of the membership shall constitute a quorum for that meeting.

ARTICLE X – AMENDMENTS

The Bylaws may be amended, added to, or rescinded by the following method:

1. Bylaws should be reviewed each time a new strategic plan is put in place to update mission and vision.
2. The proposition may be submitted by any member, in writing to the Board. If the proposition receives the affirmative vote of a simple majority of the members of the Board, it shall be submitted for review and approval to the Chair of the appropriate committee of the Association, then to the membership, in writing, either immediately or at the time of the Annual Meeting. The urgency of the proposition shall be determined by the Board. A simple majority vote of the members voting shall carry the proposition.
3. A period of one week shall be allowed from the time of emailing for the members to cast their votes.
4. If any amendment(s) to these Bylaws is being submitted to the membership for action, the ballot shall provide space for voting on such amendment(s) and shall be accompanied by the written text of such amendment(s).

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in ROBERT’S RULES OF ORDER, NEWLY REVISED shall govern the Branch in all cases to which they are applicable and are not inconsistent with the Bylaws of the Branch.

Bylaws approved August 31, 2025 at the yearly retreat via google meet.
Voting via google forms completed on September , 2025.

Signed by the Secretary

Signed by the President

Signed by the Vice-President/President-Elect