

**LEARNING FORWARD
BYLAWS**

Pending amendment by a vote of the membership on January 28, 2022

Article I

Name

The name of this organization is Learning Forward (“the corporation” or “Learning Forward”).

Article II

Purpose

Learning Forward’s purpose is to build the capacity of all educators to create and sustain high---quality professional learning to improve outcomes for all students.

Article III

Membership

Membership is open to all persons or organizations that support the purpose of the corporation. Every membership shall be classified as one of three categories of memberships based upon a member’s selection of membership options. The three categories are:

Category 1 - Members shall be those persons or organizations who submit an email address for the purpose of receiving the corporation’s electronic newsletter as well as organization notifications and marketing materials. Members may elect from time to time to purchase products or services at non-discounted pricing from the corporation, have public access to the organization’s website, and may otherwise support the corporation’s mission. Category 1 members receive limited, if any, member benefits beyond the newsletter and are nonvoting members of the organization.

Category 1 nonvoting members are eligible to become Category 2 or Category 3 members by selecting a membership choice that includes payment of dues in order to receive additional member benefits.

Category 2 – Members shall be those persons or organizations who pay required dues to the corporation and receive member benefits through education and networking opportunities, resources, and discounts. Members may be offered various member engagement opportunities. Failure to timely pay annual dues will result in termination of membership. The date of termination shall be recorded in the organization’s records. At the request of the member and payment of a fee and annual dues, Learning Forward will allow reinstatement. Category 2 members are non-voting members of the organization. Category 2 members opt out of becoming a voting member by electing not to submit a voter registration form.

Category 2 nonvoting members are eligible to become Category 3 members by submitting a voter registration form.

Category 3 - Members shall be those persons or organizations who pay required dues to the corporation and receive member benefits through education and networking opportunities, resources, and discounts. Members may be offered various members engagement opportunities. Category 3 members select the option to vote in board elections and attend annual meetings by submitting a voter registration form to the Board. Category 3 members who fail to accept notices of elections or annual meetings via email or whose mail is returned to the organization due to an invalid mailing address may be removed as a voting member. In such instance, if said membership is otherwise in compliance and in good standing, the membership shall revert to a Category 2 membership until such time as said member updates the email address or provides a mailing address to reinstate voting rights. In all circumstances, failure to timely pay annual dues will result in termination of membership. The date of termination shall be recorded in the organization’s records. At the request of the member and payment of a fee and annual dues, Learning Forward will allow reinstatement. Category 3 members are voting members of the organization.

Article IV

Meetings of Voting Members; Notices; Voting

The annual meeting of the [voting](#) membership shall be held at such time and place as designated by the Board of Trustees. Members shall be notified at least thirty (30) days in advance.

Special meetings of the voting members shall be held at such times and places as may be ordered by the Board of Trustees, or by a call signed by [\(1\) the Board President, or in the case of the Board President's absence, death, or disability, by the Board President-elect authorized to exercise the authority of the Board President; or \(2\) the Board of Trustees by action at a meeting or by a majority of the Trustees acting without a meeting.](#) Notice of such meetings shall be given to all voting members not less than ten (10) days or not more than sixty (60) days prior to such meetings.

Any notice of a meeting given by Learning Forward, and any notice whatsoever required to be given under the provisions of these Bylaws to any [voting](#) member, Trustee, officer or committee member for any other reason, may be given in writing by mail, or by telegraph, telex, cable, wireless, facsimile, e-mail or other electronic mail, or any other means of electronic transmission (referred to below as "being given by the use of authorized communications equipment"), addressed or transmitted to such person at such address as appears on the books and records of Learning Forward, or by publication on the Learning Forward website, or in any manner permitted by applicable law. Any notice to be given by the use of authorized communications equipment shall be deemed to be given at the time the notice is successfully transmitted to the person entitled thereto or published on the website. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at the time notice is delivered to the overnight delivery courier service, addressed to the person entitled thereto at his or her address, as it appears on the books of Learning Forward. An affidavit of the Secretary or other officer or agent of Learning Forward that a notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Each [voting](#) member entitled to vote for Trustees or in other matters will be entitled to one vote. At any meeting of the [voting](#) members, every member having the right to vote will be entitled to vote in person or by ballot in a form approved by the [Board](#) Secretary. As permitted by Section 1702.20 of the Revised Code of Ohio, voting at elections and votes on other matters may be conducted by mail or using authorized communications equipment. A vote using authorized communications equipment or a photographic, photostat, facsimile, or similar reproduction of a vote or writing by the member will be treated as a vote and/or execution in writing. Any e--mail or electronic transmission must contain or be accompanied by information from which it can be determined that the transmission was authorized by the member.

[Authorized Communications Equipment](#)

"Authorized communications equipment," for purposes of these Bylaws, means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

[Quorum](#)

The voting members present in person or by use of authorized communications equipment, by mail at any meeting of voting members shall constitute a quorum for the meeting.

Article V

Board of Trustees

[General Powers and Responsibilities](#)

[The corporation shall be governed by a Board of Trustees \(the "Board"\) which shall have the power to do and perform all acts reasonably necessary to accomplish the purposes of the corporation and shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under Non-Profit Corporation Law of the State of Ohio.](#)

The Board shall establish policies and directives governing business and programs of the corporation and shall delegate to the Chief Executive Officer and corporation staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

The Board shall have the power to establish and appoint committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws.

Number and Qualifications of Trustees

The corporate powers, property, and affairs of the corporation, subject to limitations contained in the Ohio Revised Code, the Articles of Incorporation or Bylaws herein shall be exercised, conducted, and controlled by an elected Board of Trustees of not less than three (3) or more than nine (9) Trustees. The determination of the precise number of Trustees shall be made from time to time by the Trustees. All Trustees must be voting members in good standing of the corporation.

The Board of Trustees shall have a simple majority of individuals employed in pre-K-16 education. This definition of employment is determined at the time of official candidacy.

Trustees shall receive no compensation other than for reasonable expenses.

Term of Office

A term of office of elected Trustees shall be established by the voting members but shall not exceed three years. A term of office of Board-appointed Trustees shall be established by the Board but shall not exceed three years. No person elected or appointed to the Board shall serve more than two consecutive or non-consecutive three-year terms on the Board unless, while serving a term of office, the Trustee is appointed to the office of Board President, in which case, said Trustee's term shall be automatically extended by three years from the date of appointment in order that said Trustee may serve three successive one-year terms as Board President-elect, Board President, and Board Past-President, respectively.

Board Elections

Candidates for the Board of Trustees shall be placed on the ballot by a nominating committee appointed by the Board President or the Board of Trustees. Any person wishing to be considered must apply according to announcements made to the general membership.

Trustees shall be elected through a vote of the voting members at either an annual or special meeting of voting members in a manner permitted by Board policy, these Bylaws or other applicable law. Newly elected Trustees shall take office at such time and place as designated by the Board of Trustees or at the first meeting of the Board of Trustees following the election, whichever comes first.

Board Appointments

The Board of Trustees shall have the authority to appoint members to the board as needed to address strategic priorities. At no time will appointed board members exceed one-third of the total number of trustees.

Resignation and Removal

Any Trustee may, at any time, resign by written resignation delivered to the Board Secretary-Treasurer or Board President. The resignation shall take effect upon receipt by the Board and the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed with or without cause at any time for any reason by the affirmative vote of two-thirds of all of the Trustees. Upon the request of the removed Trustee, the Board will allow the Trustee to appear and be heard by the Board of Trustees regarding the proposed removal.

Vacancies

Any vacancy on the Board may be filled by two-thirds majority of the Trustees then in office, whether or not the number of Trustees then in office is less than a quorum, or by vote of a sole remaining Trustee. No reduction of the authorized

number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

A Trustee elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his, her or their predecessor in office.

Quorum

A majority of the whole authorized number of Trustees is necessary to constitute a quorum to conduct business, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy on the Board. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board unless the act of a greater number is required by the Articles or the Bylaws.

Voting

The Board of Trustees will use the decision-making approach of consensus during Board meetings to take action on Learning Forward business. In certain instances, a Trustee may choose to call for the use of Robert's Rules of Order and offer a motion calling for a vote. If the motion is seconded, a simple majority vote of Trustees present in person or via authorized communications equipment at a meeting at which a quorum is present is needed to take action on Learning Forward business. Each Trustee shall only have one vote. If at any time the Board consists of an even number of Trustees, and a vote taken results in a tie, then the vote of the Board President shall be the deciding vote.

Meetings; Notice of Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board.

The Board President or any two Trustees may call special meetings of the Trustees. Notice of the time and place of each meeting shall be given at least two (2) days before the meeting, by personal delivery, mail, overnight delivery service or by means of authorized communications equipment.

Any actions which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings (including by means of authorized communications equipment) signed by all the Trustees.

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, Trustees, or members of any committee designated by the Board of Trustees, may, unless otherwise restricted by statute, by the Articles of Incorporation of Learning Forward or by these Bylaws, participate in and hold a meeting of such Board of Trustees or committee, as the case may be, by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each Trustee or member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each other member participating in the meeting can communicate concurrently with each participant). Participation in such a meeting pursuant to this section shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article VI

Committees.

The Board of Trustees shall have the power to establish and appoint committees. Each committee shall consist of at least two Trustees and may also include persons who are not on the Board but whom the Trustees believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Trustees may not have any non-Trustee members. The Board President may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The standing committees of the Board of Trustees shall consist of the following:

(1) Executive

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees.

(2) Nominating

It is the duty of the Nominating Committee to conduct and supervise the process of the election of Trustees and officers to the Board including the solicitation and research of suitable candidates, the preparation of the slate of Trustees to be approved by the Board for election by the members, and the nomination of officers for approval by the Board.

(3) Finance

The Board of Trustees delegates to the Finance Committee the responsibility to supervise the organization's investments and to report semi-annually on their status. The committee meets quarterly to monitor and evaluate investment performance, annual budgets, meet with investment advisors, auditors, consultants, oversees selection of contracted staff, grants exceptions as permitted to policies and recommend changes in approved policy, guidelines, and objectives, as needed.

(4) Policy/Governance

This committee sets the timeline for reviewing Board governance documents including but not limited to the articles of incorporation, Bylaws, strategic plan, and Board policy and procedures manual. The committee initiates research on current trends, verifies legality to Ohio law, and makes recommendations to the Board for needed changes and as directed by the Board, promulgates forms, protocols, and standard operating procedures.

The Board of Trustees may also establish such other standing committees and such ad hoc committees, as it deems necessary or proper to carry out the purposes of the corporation. The Board of Trustees may delegate to any such committee such power or authority on such terms as it sees fit.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by and held and taken in accordance with the provisions of these Bylaws. Regular and special meetings of committees may be determined either by the Board of Trustees or by consensus of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Trustees may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee. Each committee shall serve at the pleasure of the Trustees, shall act only in the intervals between meetings of the Trustees, and shall be subject to the control and direction of the Trustees. Unless otherwise provided in the Bylaws or ordered by the Trustees, any committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. Meetings of committees may be held by any means of authorized communications equipment. Participation in a committee meeting constitutes presence at the meeting. An act or authorization of an act by any committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Trustees.

Article VII

Officers and Duties

The Board President, Board President-Elect, Board Past-President and Board Secretary-Treasurer shall be officers of the Board of Trustees and as a group shall comprise the Board's executive committee.

Annually, the Board of Trustees shall elect, from among the members of the Board of Trustees, a Board President who shall first serve a one-year term as the Board President-elect, after which he or she shall assume the duties of Board President for a one-year term. Upon expiration of his or her term, the Board President shall relinquish his or her office to the Board President-elect but shall remain a Trustee for one year and serve in the capacity of Board Past-President.

The Board President-Elect shall assume the duties of the Board President whenever the Board President is unable to

assume such duties.

The Board shall appoint a chief executive officer to serve Learning Forward in the operation of all programs, the management of all fiscal resources, the supervision of all staff and the provision of quality services to the education community. The Chief Executive Officer (CEO) of Learning Forward shall serve as ex-officio, non-voting Board Secretary-Treasurer and further shall serve as a non-voting member of the executive committee. The CEO is not considered a member of the Board of Trustees and shall not be considered for quorum purposes.

Staff officers will be determined and appointed in accordance with policies set out in a Board policy manual adopted by the Board. The full duties of Board and staff officers shall be as outlined in a policy manual adopted by the Board.

Any Board or staff officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Board President or the Chief Executive Officer. If any office shall become vacant by reason of the death, resignation, removal, or other cause, the Board may appoint a successor to hold such office for the unexpired term thereof in accordance with the Board policy manual. In case of the absence of any officer of the corporation from his or her duties, the Board may delegate, on a temporary basis, the powers and duties of such officer to any other officer or to any Trustee, except where otherwise provided by these Bylaws or by statute.

Article VIII

Board Code of Conduct

The Board Code of Conduct shall serve as the normal operational process for governing in all cases in which it is applicable and in which it is consistent with the Bylaws of the corporation unless a Trustee proposes using Robert's Rules of Order. If any Trustee wishes to use Robert's Rules of Order, the motion must receive a majority vote in order to be successful. If the motion carries, Robert's Rules of Order shall be used in lieu of the Board Code of Conduct.

Article IX

Indemnification of Trustees and Officers

Under the circumstances and to the extent permitted by ORC 1702.12(E), the 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 civil, criminal, administrative, or investigative action, suit, or proceeding, by reason of the fact that the person is or was a Trustee, director, officer, employee, or agent of or a volunteer of the corporation, or an agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a 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 the person in connection with such action, suit or proceeding.

Article X

Amendments

Proposed amendments to these Bylaws must be submitted to the Board of Trustees for consideration at least thirty (30) days in advance of the vote. These regulations may be repealed, amended, or changed by two-thirds of the Trustees present at a Board of Trustees meeting at which a quorum is present. Notice of the amendment and the revised Bylaws will be posted on the corporation's website.