



Academy of
Orton-Gillingham
Practitioners
and Educators

BYLAWS

ACADEMY OF ORTON-GILLINGHAM PRACTITIONERS AND EDUCATORS, INC.

Amended and Approved as of
October 22, 2015

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Article I

NAME

(1.1) The name of this corporation is the *Academy of Orton-Gillingham Practitioners and Educators, Inc.* (hereinafter called the 'Academy'). As authorized by section 3.25 of the Rules of the Regents, the Academy may indicate on its letterhead and literature that it is 'Incorporated under the New York State Education Law.'

Article II

PURPOSES

(2.1) The purposes of the Academy are to establish and maintain professional and ethical standards for educators and practitioners of the Orton-Gillingham Approach to the treatment of dyslexia; to certify individuals who have demonstrated competence as practitioners and educators of the Orton-Gillingham Approach; to accredit programs which provide training for practitioners and educators; to accredit, in schools, clinics and summer programs, Orton-Gillingham instruction that meets Academy standards; to sponsor, promote and undertake research relevant to Orton-Gillingham instruction; to disseminate the results of such research to professional educators and to the public at large; and to promote public awareness of the educational needs of individuals with dyslexia and of the Orton-Gillingham Approach to the treatment of dyslexia.

Article III

OFFICES

(3.1) The principal office of the Academy shall be located in the State of New York. It may have such other offices, either within or without the State of New York, as the Board of Trustees may determine.

Article IV

MEMBERSHIP AND DUES

(4.1) Membership shall be open to any individual or organization that supports the purposes of the Academy and meets its professional criteria, without discrimination, as provided in Article XV herein. Applications for membership are reviewed by the

appropriate Academy committee; committee recommendations are submitted to the Board of Trustees for consideration and action.

(4.2) The Academy is comprised of *Individual Members* and *Organizational Members*.

(4.2.1) Current categories of Individual Members are Orton-Gillingham Classroom Educator, Associate, Certified, Fellow, Subscriber, Honorary Fellow and Honorary Trustee.

(4.2.1.1) For persons who undertake formal Orton-Gillingham training, the Academy has established standards for four levels of proficiency: Orton-Gillingham Classroom Educator, Associate, Certified, and Fellow. The standards for each of these specify the knowledge and practice skills that reflect settings and circumstances in which the Orton-Gillingham Approach is to be employed and a continuum of increasing training, experience and professional competency. A person who applies and meets the required standards is so *certified* and accepted as an Individual Member of the Academy at that level.

(4.2.1.2) The category of Subscriber Member is open to persons who complete a Subscriber Course from an Academy Fellow, or the on-line Subscriber Course created by the Academy. A Subscriber Course provides an *overview* of the nature of dyslexia, of the Orton-Gillingham Approach, and of the nature and extent of the training needed for persons who may aspire to become certified members of the Academy. Persons who have partially completed Orton-Gillingham training that leads to Academy certification have the option of becoming a Subscriber member pending completion of their training and subsequent acceptance as a certified member of the Academy.

(4.2.1.3) Honorary membership in the Academy may be granted by action of the Board of Trustees. There are two categories for such members: Honorary Fellow and Honorary Trustee.

(4.2.1.3.1) An Orton-Gillingham Fellow with distinguished professional credentials who has rendered exceptional service to the public, profession, and/or the Academy may be awarded the status of Honorary Fellow. Required is a nomination and supportive documentation from a member of the Board of Trustees and favorable action by the Board. Honorary Fellows are eligible to serve on the Board and on Academy committees.

(4.2.1.3.2) Any individual who has rendered exceptional service to the public, profession, and/or the Academy in role(s) other than that of an Academy member, may be awarded the status of Honorary Trustee. Required is a nomination and supportive documentation from a member of the Board of Trustees and favorable action by the Board. Election as an Honorary Trustee carries with it Academy membership. Honorary Trustees are eligible to serve on Academy committees excepting the Certification, Accreditation, or Ethics Committees. If elected to the Board, said member shall not vote on recommendations from these committees.

(4.2.2) Organizational Members of the Academy are comprised of those organizations whose Orton-Gillingham teacher training program(s) meet the Academy's accreditation standards and schools, clinics and summer camps using Orton-Gillingham instruction that meets Academy standards.

(4.3) Rights and privileges of membership include: receipt of Academy announcements, selected publications; reduced fees as may be authorized for members to Academy conferences and special events, and the annual membership meeting. All *Individual Members* of the Academy, except Subscribers, and *each* Organizational Member are accorded voting rights. Eligibility to be nominated and serve on some Academy committees and on its Board is limited as specified elsewhere in these Bylaws. Only Fellows of the Academy may exercise all rights and privileges without restriction.

(4.4) Membership in the Academy may be terminated at the discretion of the Trustees, by a 2/3 vote, for failure to pay dues, or for conduct detrimental to the Academy. The member shall be entitled to at least two weeks written notice of the proposed termination and may submit a written statement in support of continued membership.

(4.5) Membership dues shall be set by the Trustees. Dues shall be remitted to the Treasurer at the Academy's principal office unless otherwise determined by the Trustees. When submitted with an application for membership, dues remain current for one year from the date of acceptance into the Academy. When submitted with a renewal of membership, dues remain current for one year from the annual anniversary date.

(4.6) The review fee, submitted with an application for membership at the Orton-Gillingham Classroom Educator, Associate, Certified and Fellow levels, shall not be refundable.

(4.7) The first annual meeting of the membership shall be called by the Trustees not later than one year after the incorporation of the Academy. Subsequent annual meetings shall be called by the Trustees every year thereafter. Special membership meetings may be called at the discretion of the Trustees.

Article V

BOARD OF TRUSTEES

(5.1) The Board of Trustees shall be elected from among Fellows and Honorary members.

(5.2) The Board of Trustees will consist of no fewer than fifteen (15) members and no more than twenty (20) members. (b) The Executive Director shall also be an ex-officio

trustee and entitled to all the privileges of Trusteeship except the right to vote or hold office. Candidates for the Board shall be selected from Fellow and Honorary members of the Academy and elected in accordance with Section 5.4. Trustees shall hold office for a term of three years and may be re-nominated. A board member shall serve no more than three (3) consecutive, three (3) year terms. After a year's absence, such member may be nominated to the board again.

(5.3) The Board of Trustees shall manage the affairs of the Academy and shall possess the powers granted by Section 226 of the Education Law.

(5.4) Candidates for membership on the Board of Trustees shall be nominated by the Nominating Committee and submitted to the Board of Trustees at its fall meeting for action. The Board shall submit its approved slate to voting members of the Academy by means of a mail or electronic ballot no later than the following January. Voting members shall include Classroom Educator, Associate Members, Certified Members, Fellows, and Honorary Members of the Academy. Members elected to the Board will take office at the spring meeting after their election.

(5.5) Any vacancy occurring among the Trustees elected in accordance with Section 5.4 and any newly created trusteeship resulting from an increase in the authorized number of Trustees may be filled by the affirmative vote of a majority of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the remainder of the term.

(5.6) Subject to the notice requirements in Section 6.3, a Trustee may be removed from the Board by a vote of the majority of Trustees. A Trustee who misses more than two (2) consecutive meetings without satisfactory explanation to the Board shall be deemed to have resigned.

(5.7) Trustees shall not receive compensation for their services as Trustees of the Academy. Trustees may be reimbursed for expense as specified in Section 12.2.

(5.8) Trustees shall sign the conflict of interest disclosure form at the board meeting in the spring of each year.

Article VI

MEETINGS

(6.1) The Board of Trustees shall meet a minimum of two times a year, in the spring and fall. The Academy shall also call an annual membership meeting and provide a program for its members.

(6.1.1) Every meeting of the Board shall be presided over by the President or, in the absence of the President, the First Vice-President or, in case of her/his unavailability, a

chairperson chosen by the President. The Secretary or, in the absence of the Secretary, a person appointed by the President shall act as Secretary. The Treasurer or, in the absence of the Treasurer, a person appointed by the President shall act as Treasurer.

(6.1.2) At its fall meeting, the Board of Trustees of the Academy shall approve the next year's budget and hear the report on current year's activities from the Treasurer and other designated members of the Executive Committee. It shall also approve the slate of Trustees and Officers submitted by the Nominating Committee.

(6.1.3) For its spring meeting, the Board shall receive and review the annual report for the Academy's prior fiscal year. This report shall subsequently be distributed to Academy members and reviewed at the annual membership meeting.

(6.2) The Executive Committee or any five (5) Trustees may call a special meeting of the Board. The President in consultation with the Executive Committee shall fix the time and place of the special meeting.

(6.3) Members of the Board shall be entitled to ten days notice by email including the purpose of the meeting.

If the notice of meeting is sent, it shall be deemed delivered when the recipient replies electronically. If no response to the meeting is received within 24 hours of being sent, the executive director will contact the individual by phone, to insure that the notice has been received.

(6.4) Providing all notice requirements set forth in Section 6.3 have been complied with, no fewer than 50% of the current voting members on the Board, in person, shall constitute a quorum for the transaction of business. Voting rights of a Trustee may not be delegated to another, exercised by proxy or in absentia.

(6.5) Except as otherwise required by statute, the act of the majority of the Trustees present, in person, at a meeting at which a quorum is present shall be the act of the Board of Trustees.

(6.5.1). Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if all the members of the Board consent in writing to taking the action without a meeting and approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board.

(6.6) The Board of Trustees may meet by conference call, web meeting or other appropriate communication means provided that requirement for notice (Section 6.3), if applicable, is met as is the quorum called for in Section 6.4.

(6.7) The meetings of the Board of Trustees and membership meetings shall be conducted in a reasonable businesslike fashion. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings in all cases

to which they are applicable and in which they are not inconsistent with the Bylaws of the Academy. An agenda for each Board meeting shall be established by the Executive Director in consultation with the President and distributed to all Board members in accordance with Section 6.3 of these Bylaws.

Article VII

EXECUTIVE COMMITTEE

(7.1) The President, Vice-Presidents, Secretary and Treasurer shall serve as the Executive Committee. The Executive Director also shall be a non-voting member of the Executive Committee.

(7.2) Recognizing those powers specifically reserved for the Board of Trustees in Section 5.3 of these Bylaws, when the Board is not in session, the Executive Committee shall possess all general powers necessary for the routine conduct of Academy business.

(7.3) The President shall have the power to call and preside over all Executive Committee meetings. At the request of a majority of the Executive Committee, the President shall call a meeting.

(7.4) The Executive Committee may meet by conference call or other appropriate communication means provided that the quorum requirement as specified in Section 6.4, is met and reasonable advance notice is provided.

Article VIII

OFFICERS

(8.1) The officers of the Academy shall be a President, a 1st vice-president, a 2nd vice-president, a Secretary, and a Treasurer who shall be elected for a term of three (3) years by the Board of Trustees, at its spring meeting. The trustees also may appoint and remove at pleasure, such assistant secretaries and assistant treasurers, as it deems necessary for the efficient conduct of the business of the Academy.

(8.2) Subject to notice requirements in Section 6.3 of these Bylaws, the Board of Trustees may, by a two-thirds majority vote of those in attendance at a duly called meeting, remove an officer from his or her elected or appointed position.

(8.3) Subject to the direction of the Board of Trustees, the President shall be the chief executive officer of the Academy. The President shall preside over its meetings and the

meetings of its Executive Committee. Except where otherwise provided by in these Bylaws, the President is an *ex officio*, non-voting member of all other committees, except Nominating, Certifying, Accreditation, and Ethics Committees.

(8.4) Subject to the direction of the Board of Trustees and the President, the Vice-Presidents shall oversee committees. The First Vice-President shall act as an aide to the President and, at the request of the President or in the event of the President's absence or disability, shall perform the duties of the President and, when so acting, shall have all the powers of the President.

(8.5) The Secretary shall keep the minutes of the proceedings of the Board of Trustees and the Executive Committee. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The corporate records shall be kept at the Academy's principal office under custody of the Executive Director or another officer or employee designated by the President. The Secretary shall keep a register of the address, telephone number, e-mail, and fax address of each Trustee. The Secretary, in general, shall perform all duties and have all powers incident to the Office of Secretary, and shall perform such other duties and have such other powers as may from time to time be assigned by these Bylaws or by the Board of Trustees or by the President.

(8.6) The Treasurer shall have custody of the Academy's funds and other tangible assets and shall perform such other duties as inheres in the office of treasurer.

(8.7) Subject to ratification by the Board of Trustees, the Executive Committee may, at its discretion, transfer the powers or duties of an officer to any other officer or trustee of the Academy.

Article IX

COMMITTEES

(9.1) Except as otherwise provided herein or by resolution of the Board of Trustees, all standing committee chairs and committee members are to be appointed by the President subject to approval of the Board. Committee members shall be drawn from Academy members albeit, unless expressly precluded elsewhere in these Bylaws, the President may nominate a non-Academy member to serve on an ad-hoc or standing committee of the Academy. Members of standing committees (other than those serving ex-officio) shall serve at the pleasure of the Board. Members of ad hoc committees shall be appointed in the same manner as members of standing committees and shall serve until the completion of the committees' assignment and the filing of their report(s) as may be called for. All committees report to the Board of Trustees and committee members serve at the pleasure of the Board. Each committee shall report to the Board of Trustees at its regular meetings.

(9.2) The Nominating Committee shall be appointed by the President with approval by the Board of Trustees. The Nominating Committee shall nominate candidates to serve as members of the Board of Trustees and submit nominations of persons to serve as Board officers.

(9.3) The Certifying Committee shall review applications and recommend qualified candidates for approval by the Board. Membership on the Certifying Committee shall be limited to Fellows of the Academy.

(9.4) The Accreditation Committee shall review applications and recommend qualified programs for accreditation or approval by the Board. Membership on the Accreditation Committee shall be limited to Fellows of the Academy.

(9.5) The Fund Raising Committee shall be responsible for the planning and implementation of fund raising relevant to the purpose of the Academy.

(9.6) The Information and Outreach Committee shall plan, prepare, and see to the timely distribution of Academy information to appropriate audiences. This includes the planning of educational programs and conferences for Academy members and for other groups relevant to its mission. It shall consider and promote services to those audiences that the Academy serves.

(9.7) The Research Committee shall encourage research relevant to the Orton-Gillingham Approach and promote dissemination of such data.

(9.8) The Professional Ethics Committee shall inquire into complaints bearing upon alleged failure by Individual Members and Organizational Members of the Academy to adhere to the professional standards of the Academy. Where the case warrants, the Committee will formally submit a report and recommendation(s) to the Board of Trustees for action.

(9.9) The Standards Committee shall determine the curricular requirements for certification and accreditation.

(9.10) The Council of Organizational Members shall have as its purpose the promotion of the Academy's mission with special attention to the Academy's commitment to its Organizational Members. Each Organizational Member of the Academy may appoint a representative to serve on the Council. The Council's chair shall be appointed by the President of the Board in the manner prescribed for chairpersons of standing committees in these Bylaws. The Council shall name one of its members to serve as liaison to the Board on matters of special interest to Organizational Members. The President shall also recommend to the Board a person to serve as a Board liaison to the Council.

(9.11) Other standing and ad hoc committees may be established by the Board of Trustees. The Executive Committee or the President may establish ad hoc committees.

(9.12) Unless otherwise directed by the Board of Trustees or the Executive Committee acting for the Board, Academy committees may meet and transact business by telephone conference or other appropriate communication means provided that the quorum requirement as specified in Section 6.4 is met and appropriate advance notice provided.

Article X

RESIGNATION

(10.1) Resignation of Trustees, officers, committee members, and staff shall be in writing and shall take effect upon receipt by the President.

Article XI

EXECUTIVE DIRECTOR

(11.1) The Executive Director is appointed by the Board to be in charge of the day-to-day administration of the Academy and to carry out the resolutions of the Board. The Executive Director answers to the Board and, during the interim between Board meetings, reports directly to the President of the Board or member of the Executive Committee designated by the President.

(11.2) The Executive Director shall serve as an *ex officio*, non-voting member of the Board of Trustees and, at the direction of the Board, may serve in a similar capacity on other committees.

(11.3) The Executive Director shall prepare, in consultation with the Executive Committee, an annual report. The report shall be submitted to the Board of Trustees, and subsequent to the Board's review, shall be distributed to the Academy membership. The Executive Director shall perform such other duties as are incident to this office or as properly charged by the Board or, the Executive Director deems, in an emergency, to be in the best interests of the Academy. Such emergency action will be reported to the President or the Executive Committee as soon as practicable.

Article XII

FINANCES

(12.1) Unless otherwise provided by resolution of the Board of Trustees, the Academy's fiscal year will be the calendar year.

(12.2) Officers and Trustees will be reimbursed for expenses as approved by the Board or Executive Committee.

(12.3) All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Trustees may select. For this purpose, any officer, agent, or employee shall have the authority to endorse, for collection only, and deposit any negotiable instruments payable to the Academy into such depository.

(12.4) The Treasurer is responsible for the maintenance of current, accurate accounts of receipts and disbursements and shall render financial reports to the Executive Committee monthly, and to the Board of Trustees at its regular meetings and as otherwise required by the Board and by the Executive Committee. The Treasurer may avail him/herself of the assistance of the Executive Director and/or any Assistant Secretary or Assistant Treasurer in carrying out this responsibility.

(12.5) The Treasurer, in concert with the Executive Director and Executive Committee, shall prepare a proposed budget for the forthcoming fiscal year. This budget is to be presented for discussion and action by the Board of Trustees at its last regular meeting of the calendar year. In addition, the Treasurer shall review the financial operation of the Academy and shall authorize procedures concerning the receipt and disbursement of funds. The Treasurer shall present a report on the Academy's financial status at each Board meeting.

(12.6) The Board of Trustees shall designate those officers and employees of the Academy authorized to sign checks and other negotiable instruments on its behalf, and set any limitations on such authority.

Article XIII

BOOKS AND RECORDS

(13.1) The Academy shall secure and maintain at its principal office correct complete financial and membership records; minutes of the meetings of its membership, Board of Trustees and Executive Committee at its principal office. Such records may be

inspected by members or their agents during normal business hours, pursuant to section 621 of the New York Not For Profit Corporation Law.

Article XIV

INDEMNIFICATION

(14.1) To the fullest extent permitted by the New York Not for Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, no Trustee or Officer of the Corporation shall be liable to the Corporation or its members for monetary damages for conduct as a Trustee or Officer. Any amendments to or repeal of this provision or to the Act shall not adversely affect any right or protection of a Trustee or Officer of the Corporation for or with respect to any acts or omissions of such Trustee or Officer occurring prior to such amendment or repeal. No change in the law shall reduce or eliminate the rights and protection set forth in this section unless the change in the law specifically requires such reduction or elimination.

Article XV

NONDISCRIMINATION

(15.1) The Academy hires, trains, promotes and compensates persons without regard to race, color, religion, sex, national origin, age, marital or veteran status, sexual preference, the presence of a non-job-related medical condition or handicap or any other legally protected status.

(15.2) The Academy accepts into membership those individuals who meet membership criteria without regard to race, color, religion, sex, national origin, age, marital or veteran status, sexual preference, the presence of a non-job-related medical condition or handicap or any other legally protected status.

Article XVI

ENDOWMENT

(16.1) The Board of Trustees shall deposit at least ten percent of all unrestricted cash donations to the Academy, including funds that were held for its use during its organization, into an endowment account. Such fund shall be invested in securities that are legal investments for fiduciaries under New York law. The Board of Trustees, in its discretion, may reinvest the income or apply it to the purposes of the Academy. The

principal shall not be invaded unless the Board determines, by a vote of two-thirds of the Trustees, that such action is required to assure the financial viability of the Academy.

Article XVII

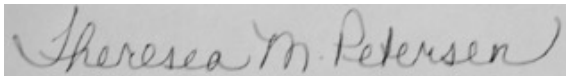
AMENDMENTS TO THE BYLAWS

(17.1) Authority to alter, amend, or repeal these Bylaws is vested in the Board of Trustees. Such changes may take place at any regular or special meeting of the Board pursuant to the following conditions. The Board or the Executive Committee, if acting for the Board, will have met, considered the proposed change(s), and deemed them to have sufficient merit to be placed on the agenda of a future Board meeting for consideration and action. A date for a regular or special meeting of the Board where said proposed change(s) are to be entertained is set. The date of the meeting and the proposed change(s) shall then be distributed to Board members at least 30 days prior to said meeting. At such a meeting, the Board shall act by majority vote, except in the case of a provision whose application calls for a vote that exceeds a majority. To alter, amend, or repeal such a provision requires an affirmative Board vote that equals the vote prescribed in the provision. Unless the Board stipulates to the contrary, change of the Bylaws takes effect immediately upon the affirmative vote of the Board.

We hereby certify that the foregoing Bylaws of the Academy of Orton-Gillingham Practitioners and Educators Inc., incorporated under the New York State Education Law, were approved by its Board of Trustees under Section 6.5.1 of these Bylaws, the effective date of this action being October 22, 2015.



President, Board of Trustees



Secretary, Board of Trustees

**ACADEMY OF ORTON-GILLINGHAM
PRACTITIONERS AND EDUCATORS, INC.**