

## SUMMARY OF PROPOSED 2022 BYLAW CHANGES and RATIONALE

Current Bylaws 2016	Summary of Proposed Bylaws for 2022	Commentary
<p><b>Article I</b> <i>Name</i> The name of this organization is Learning Forward (“the corporation” or “Learning Forward”).</p>	<p><b>Article I</b> <i>Name</i> The name of this organization is Learning Forward (“the corporation” or “Learning Forward”).</p>	<p>No Changes. Guided by Articles of Incorporation.</p>
<p><b>Article II</b> <i>Purpose</i> 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.</p>	<p><b>Article II</b> <i>Purpose</i> 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.</p>	<p>No changes. Guided by Articles of Incorporation.</p>
<p><b>Article III</b> <i>Membership</i> Membership is open to all persons or organizations that support the purpose of the corporation and pay any required dues to the organization.</p>	<p><b>Article III</b> <i>Membership</i> 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 based on a member’s selection of membership options. The three categories are:</p> <ul style="list-style-type: none"> <li>• <b>Category 1:</b> Those who subscribe to Learning Forward free resources (newsletters, emails, etc.) but are not eligible to vote..</li> <li>• <b>Category 2:</b> Those who pay Learning Forward member dues (currently digital, standard, comprehensive, or district) thus receiving access to resources such as the journal and member’s only areas of the website <u>and prefer not to</u> involved in governance of the organization.</li> <li>• <b>Category 3:</b> Those who pay Learning Forward member dues (currently digital, standard, comprehensive, or district) thus receiving access to resources such as the journal and member’s only areas of the website and <u>do choose</u> the option to become voting members of the organization.</li> </ul>	<p>The board recommends this change to more clearly identify levels of membership to enhance and encourage engagement, specifically those who wish to be involved in governance aspects of the organization such as voting in board elections and attending the annual business meeting, and to simplify the election process.</p>
<p><b>Article IV</b> <i>Meetings of Members; Notices; Voting</i></p>	<p><b>Article IV</b> <i>Meetings of Members; Notices; Voting</i></p>	

## SUMMARY OF PROPOSED 2022 BYLAW CHANGES and RATIONALE

Current Bylaws 2016	Summary of Proposed Bylaws for 2022	Commentary
<p>The annual meeting of the 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.</p> <p>See full article in the complete bylaws document</p>	<p>The annual meeting of the <b>voting</b> membership shall be held at such time and place as designated by the Board of Trustees. Voting members shall be notified at least thirty (30) days in advance.</p> <p>See full article in the complete bylaws document</p>	<p>This article has no significant changes except to identify the reference to “voting members” as opposed to just members to indicate this Article refers only to Category 3 members.</p>
<p><b>Article V</b> <i>Board of Trustees</i></p> <p>The Board of Trustees shall have the power to do and perform all acts reasonably necessary to accomplish the purposes of the corporation. 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 not to exceed nine (9) members. Board members shall serve a term of three years. All must be members in good standing of the corporation.</p> <p>See full article in the complete bylaws document</p>	<p><b>Article V</b> <b>Board of Trustees</b> <u><i>General Powers and Responsibilities</i></u></p> <p>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 organized under Non-Profit Corporation Law of the State of Ohio.</p> <p>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.</p> <p>See full article in the complete bylaws document</p>	<p>The main changes to Article V:</p> <ul style="list-style-type: none"> <li>• Language added that aligns to processes that had been followed for years.</li> <li>• Information placed in logical order and aligned to Ohio statutes.</li> <li>• New language regarding terms for trustees and how appointments to the board are made (providing greater flexibility in maintaining diversity, coherence and continuity of leadership.)</li> <li>• Clarification regarding trustee resignations</li> </ul>
<p><b>Article VI</b> <i>Committees.</i></p> <p>The standing committees of the Board of Trustees shall consist of the following:</p> <ol style="list-style-type: none"> <li>(1) Executive</li> <li>(2) Nominating</li> </ol>	<p><b>Article VI</b> <b>Committees.</b></p> <p>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.</p>	<p>The board feels that the Finance and Policy/Governance Committees that have been acting as ad hoc committees for more than fifteen years should be officially set as standing committees as they are integral to board efficiency and operation.</p>

## SUMMARY OF PROPOSED 2022 BYLAW CHANGES and RATIONALE

Current Bylaws 2016	Summary of Proposed Bylaws for 2022	Commentary
<p>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.</p> <p><b>See full article and committee descriptions in the complete bylaws document</b></p>	<p>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:</p> <ol style="list-style-type: none"> <li>(1) Executive</li> <li>(2) Nominating</li> <li>(3) Finance</li> <li>(4) Policy/Governance</li> </ol> <p><u>Meetings and Actions of Committees</u> Meetings and actions of all committees shall be governed by and held and taken in accordance with the provisions of these Bylaws...</p> <p><b>See full article and committee descriptions in the complete bylaws document</b></p>	<p>Also, new language was added to provide more clarity of actions.</p>
<p><b>Article VII</b> <i>Officers and Duties</i> The President, President-Elect, and Past-President shall be officers of the corporation and shall comprise the board’s executive committee.</p> <p>Annually, the Board of Trustees shall elect, from among the members of the board of trustees, a President who shall first serve a one-year term as the President-elect, after which he or she shall assume the duties of President for a one-year term. Upon expiration of his or her term, the President shall relinquish his office to the President-elect but</p>	<p><b>Article VII</b> <i>Officers and Duties</i> The Board President, Board President-Elect, Board Past-President and Secretary-Treasurer shall be officers of the board of trustees and as a group shall comprise the board’s executive committee.</p> <p>Annually, the Board of Trustees shall elect, from among the then serving 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 office to the Board President-elect but shall</p>	<p>Key changes here:</p> <ul style="list-style-type: none"> <li>• Acknowledges the change of title from Executive Director to President CEO</li> <li>• Clarifies of the separation of governance and management issues</li> <li>• Clarifies language around appointments to the board and to the organization, particularly in unique circumstances.</li> </ul>

## SUMMARY OF PROPOSED 2022 BYLAW CHANGES and RATIONALE

Current Bylaws 2016	Summary of Proposed Bylaws for 2022	Commentary
<p>shall remain a member of the Board for one year and serve in the capacity of Past-President.</p> <p><b>See full article in the complete bylaws document</b></p>	<p>remain a member of the Board for one year and serve in the capacity of <b>Board</b> Past President.</p> <p>The <b>Board</b> President-Elect shall assume the duties of the <b>Board</b> President whenever the <b>Board</b> President is unable to assume such duties.</p> <p><b>See full article in the complete bylaws document</b></p>	
<p><b>Article VIII</b> <i>Board of Governance</i></p> <p>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.</p>	<p><b>Article VIII</b> <i>Board Code of Conduct</i></p> <p>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, <b>a motion must be made and seconded and receive a majority vote in order to be successful.</b> If the motion carries, Robert’s Rules of Order shall be used in lieu of the Board Code of Conduct.</p>	<p>Only a minor syntax change was made here.</p>
<p><b>Article IX</b> <i>Indemnification of Trustees and Officers</i></p> <p>The corporation shall indemnify any Trustee or officer, or a former Trustee or officer, or any person who is serving or has served at the corporation’s request as a Trustee or officer against expenses actually and necessarily incurred by him/her in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he/she is or may be made a party by reason of being or having been such Trustee or officer, provided (a) he/she is adjudicated or determined not to have been negligent or guilty of</p>	<p><b>Article IX</b> <i>Indemnification of Trustees and Officers</i></p> <p><b>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</b></p>	<p>This change provides maximum indemnification to all the people permitted under Ohio statute. Because of this, it wasn’t necessary to list the specific officers that are covered by the indemnification.</p>

## SUMMARY OF PROPOSED 2022 BYLAW CHANGES and RATIONALE

Current Bylaws 2016	Summary of Proposed Bylaws for 2022	Commentary
<p>misconduct in the performance of his/her duty to the corporation...</p> <p><b>See full article in the complete bylaws document</b></p>	<p>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.</p>	
<p><b>Article X</b> <i>Amendments</i></p> <p>Proposed amendments to these Bylaws must be submitted to the Board of Trustees for consideration and presented to the members thirty (30) days in advance of the vote. These regulations may be repealed, amended, or changed by two-thirds of the members voting on the amendment.</p>	<p><b>Article X</b> <i>Amendments</i></p> <p>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 Bylaws 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 any amendment and any revised Bylaws will be posted on the corporation's website.</p>	<p>Key changes here:</p> <ul style="list-style-type: none"> <li>• Currently, voting members in the corporation must vote on any bylaw amendment which requires the calling of a special election.</li> <li>• Going forward, bylaw amendments would be made by the Board of Trustees during a board meeting and would require a two-thirds vote of all trustees.</li> <li>• Notice of any amendments will be posted corporation's website (ensuring transparency to the process).</li> </ul>