

**BYLAWS OF
AMERICAN READING FORUM, INC.
A CORPORATION NOT FOR PROFIT**

ARTICLE I

- Name. This corporation shall be known as American Reading Forum, Inc.
- Offices. The principal office shall be in Sarasota, Florida. The corporation may have offices at such other places as the Board of Directors may, from time to time, appoint for such purposes of the corporation as may be required.

ARTICLE II

- Purposes. The general nature, objects and purposes of the corporation shall be to provide services and advice in all forms of educational processes, especially in the field of reading; to arrange, advertise and conduct an open forum each year, or as often as may be deemed essential, for the discussion of critiquing techniques, methods and research regarding the teaching of reading; to publish selected portions of the discussions, reports and critiques offered at the forum and to offer memberships for sale.

In carrying out its purposes, the corporation shall have and exercise all of the corporate powers enumerated in Section 617.021, Florida Statutes, and all other powers consistent therewith and necessary and proper to the operation of this corporation, including all powers implicit in the purposes outlined in this Article or the Articles of Incorporation of the organization.

ARTICLE III

- Membership. The membership of the corporation shall consist of any person in any aspect of the field of reading who shall be admitted to membership upon proper application and payment of required dues. The initial members shall be as recited in the Articles of Incorporation.

**ARTICLE IV
MEETINGS OF MEMBERS**

- Section One
Annual Meeting. The meeting of the membership of this corporation shall be held on or about the 2nd Monday of December of each year at the time and place to be fixed by the Board of Directors.
- Section Two
Special Meetings. Special meeting may be held at the call of the Chair or by written request of a majority of the members of the Board of Directors.
- Section Three

Notice. At least twenty (20) day notice in writing of each special meeting shall be given to each member of the corporation at its usual place of business or residence,

Section Four

Quorum. A quorum shall be constituted by not less than twenty-five per cent (25%) of the members in good standing of the corporation. A majority of those present may adjourn the meeting from time to time and place to place.

Section Five

Voting. Every member of the corporation in good standing and whose dues are current shall have the right and be entitled to one (1) vote upon every proposal properly submitted to vote at any meeting of the corporation.

ARTICLE V BOARD OF DIRECTORS

Section one

Number and Term. The affairs of this corporation shall be managed and its corporate powers exercised by a Board of Directors composed of seven (7) members elected by the voting members of this corporation. The immediate Past Chair of the Board shall be an ex-officio member of the Board of Directors. The initial Board to be elected at the first annual meeting of the corporation shall be composed of two members elected for one-year terms, three members elected for two-year terms, and two members selected for three-year terms, in each succeeding year, elections shall be held to fill the vacancies of all members of the board whose terms have expired and the term of those elected each successive year shall be three-year-terms. The members shall take office at the end of the annual Forum meeting.

Section Two

Qualifications. All members of the Board of Directors shall be members in good standing of the corporation whose dues shall be current.

Section Three

Election. The Board of Directors of the corporation shall be elected by the members of the corporation. There shall be established a Nominations and Elections Committee which shall propose candidates for election to the Board of Directors. The Past Chair of the Forum shall chair the Nominations and Elections Committee. This Committee will have at least 2 members, including the Committee Chair. Any member in good standing of the corporation may propose to the Elections Committee additional candidates for the Board of Directors. Any such proposal shall be made in writing to the Nominations and Elections Committee not later than three (3) months prior to the annual meeting of the corporation. Such nominations shall be accompanied by a written brief

description of the qualifications of the individual being nominated. Not less than two (2) months prior to the annual meetings of members, the Nominations and Elections Committee shall distribute by mail to each member in good standing a ballot containing the names of all persons nominated for election to the Board of Directors. The ballot shall carry a brief description of the qualifications of each nominee. In order to be valid, all ballots must be marked and returned to the Elections Committee not less than one (1) month prior to the date of the annual meeting. All properly executed ballots shall be tallied by the Nominations and Elections Committee. The vote shall be recorded in simple arithmetical count and the winners shall be judged to be the persons receiving the greatest number of votes and those persons shall be deemed elected to fill the vacancies then existing at the time of such election.

Section Four

Duties of the Board of Directors. The Board of Directors shall have control and general management of the affairs and business of the corporation and shall determine the policies of the corporation and in general assume the responsibility for the guidance of said policies, including the promulgation and adoption of such appropriate guidelines and regulations as they deem necessary and proper to carry out their duties, consistent with these Bylaws, the Articles of Incorporation and the laws of the State of Florida.

Section Five

Directors Meeting. A regular meeting of the Board of Directors shall be held immediately prior to the annual meeting of the corporation to conduct the business of the Board of Directors and to prepare an agenda for the annual business meeting. The Board may meet either within or without the State of Florida. Additional meetings of the Board of Directors may be held at such times and places as may be agreed upon by a majority of the Board.

Section Six

Notice of Meetings. Notice of all meetings of the Board of Directors shall be given by regular mail or by email to each Director at least ten (10) days prior to the date therein designated for such meeting and the business to be brought before the meeting shall be included in such notice.

Section Seven

Quorum. The presence of at least five (5) directors shall be necessary at any meeting of the Board to constitute a quorum to transact business. The act of a majority of the Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section Eight

Voting. At all meetings of the Board of Directors each Director is to have one (1) vote.

Section Nine

Vacancies. Vacancies occurring in the Board of Directors (between annual meetings of the Board members) shall be filled by action of the remaining Board of Directors. Each person so elected to fill a vacancy shall remain a Director until the next annual meeting.

Section Ten

Power to Elect Officers. The Board of Directors, at its annual meeting, shall elect the Chair, Vice-Chair, Secretary and Treasurer. The Board of Directors shall have the power to appoint such other officers, employees or committees as the Board may deem necessary for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever. The Chair and Vice-Chair will each serve one-year terms, except when extenuating circumstances arise and the Board determines to extend these terms for an additional year. The Secretary and Treasurer will serve three-year terms and may serve additional three-year terms.

Section Eleven

Removal of Officers and Directors. Any Director or officer may be removed from office or from the Board by a vote of five members of the Board of Directors attending a regular meeting or a meeting called for that purpose whenever in the Board's judgment the best interest of the corporation would be served thereby. Any such Director or officer proposed to be removed shall be entitled to at least thirty (30) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section Twelve

Employees and Agents. The Board of Directors may employ and discharge such agents of the corporation as it may deem necessary. Authority to hire and discharge may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate.

ARTICLE VI OFFICERS

Section One

Officers. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the Chair, Vice Chair, Secretary and Treasurer and such other officers and employees as the Board may deem necessary and approved by the Board.

Section Two

Chair. The Chair shall preside at all meeting of the membership of the Board of Directors. The Chair shall have and exercise general charge and supervision of the

affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

Section Three

Vice Chair. At the request of the Chair, or in the absence or disability of the Chair, the Vice-Chair shall perform the duties and possess and exercise the powers of the Chair and to the extent authorized by law, the Vice Chair shall have such other powers as the Board may determine and shall perform such other duties as may be assigned by the Board of Directors.

Section Four

Secretary. Secretary shall keep a complete record of all meetings of the corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the corporation. The Secretary shall sign such papers pertaining to the corporation as authorized or directed by the Board. The Secretary shall serve all notices required by law and by these Bylaws and shall make a full report of all matters and business pertaining to the office of Secretary to the members at the annual meeting. The Secretary shall keep the corporate seal and affix it to all papers requiring a seal. The Secretary shall keep complete membership records. The Secretary shall make all reports required by law and shall perform such other duties as may be required by membership of the Board.

Section Five

Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duties, in such sum and with such surety as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation at such banks or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and together with such other office or officers, if any, as shall be designated by the Board of Directors, the treasurer shall sign all checks of the corporation and bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other office or agent. of the corporation. The Treasurer shall make such payments as shall be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the corporation to be kept for the purpose, a careful and accurate account of all monies and obligations received and paid by the Treasurer for or on account of the corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the corporation. The Treasurer shall, in general, perform all duties incident to the office of the Treasurer subject to the control of the Board of Directors. The Treasurer may delegate any duties of a routine or bookkeeping nature to any

employee, member or agent without the approval of the Board. The Board may direct the delegation of any duty of the Treasurer to any employee, member or agent. The treasurer must provide for an audit of the corporation accounts by a Board approved certified auditor every 10 years or upon change of Treasurer.

ARTICLE VII

Fiscal year

The fiscal year of the corporation shall commence on the first day of January and end on the last day of December.

ARTICLE VIII

Seal

The seal of the corporation shall be as follows: "AMERICAN READING FORUM, INC., corporate seal, 1982" suitably arranged around a circular seal as prescribed by law and said seal shall be in the charge of the Secretary.

ARTICLE IX

Amendments to Bylaws

Any proposed amendment in the Bylaws must be submitted to all members in good standing of the corporation by mail at least three (3) months prior to the annual meeting of the corporation. Any proposed change shall be deemed to be accepted by the membership if the same is approved by two-thirds of all members returning a valid ballot regarding the proposed change. Balloting shall be completed by October 1st of each year. Approved changes in the Bylaws will be in effect at the beginning of the annual meeting.

ATTEST, June 2, 2008

We, the undersigned, do hereby certify that the foregoing Bylaws were amended through a vote at the business meeting of the American Reading Forum, December, 2007.

AMERICAN READING FORUM, INC

by Jill Lewis, Chair, Bylaws Committee

and Elizabeth Frye, Chair, American Reading Forum