THE MICHIGAN COLLEGE LEARNING CENTER ASSOCIATION, INC.
BYLAWS

Article I. Name
The name of this ICLCA affiliate organization shall be the Michigan College Learning Center Association (MICLCA).

Article II. Purpose
Section 1. The purpose of the organization is to create a network of college learning support professionals in postsecondary institutions operating in the state of Michigan.

Objectives of the organization are to:

a) Support learning assistance professionals as they develop and maintain learning centers, programs, and services to enhance student learning at the postsecondary level;
b) Promote professional standards in the areas of administration and management, program, curriculum design, evaluation and research;
c) Act on learning assistance issues at the local and state levels;
d) Assist in the creation of new and enhance existing learning centers and programs;
e) Provide opportunities for professional development, networking, and idea exchange through conferences, workshops, institutes, and publications;
f) Coordinate efforts with related professional associations and offer forums for celebrating, supporting, and promoting the profession.

Article III. Membership
Section 1. Membership
Membership shall be open to, but not restricted to, learning center professionals including faculty, staff, and students in postsecondary institutions operating within the state of Michigan. Types of membership shall be individual.

Section 2. Professional memberships
Professional memberships are open to any person who is actively involved in or interested in postsecondary learning centers or related activities in a postsecondary institution operating within the state of Michigan. Professional memberships carry voting privileges.

Section 3. Student memberships
Student memberships are open to anyone (graduate or undergraduate) enrolled at least half-time in and not employed full-time by a Michigan postsecondary institution. Dues for student members may be established at a reduced rate. Student members shall be entitled to originate and take part in any subject that may properly come before any meeting, hold one vote, and serve on committees. Student members are not eligible to hold office either by election or appointment.

Section 4. Emeritus memberships
Emeritus memberships are open to any person who is retired from the learning center profession and who wishes to participate in the benefits and enrichment of association with members currently practicing the profession. Dues for emeritus members may be established at a reduced rate. Emeritus memberships carry voting privileges. Emeritus members are not eligible to hold office either by election or appointment.

Section 5. Lifetime memberships
Lifetime memberships are open to those individuals who have been recognized by MICLCA for their service to the learning center profession and practice. Lifetime membership will have no dues associated with the status. Lifetime memberships carry voting privileges.

Section 6. Good standing
To remain in good standing, members shall be current in any assessed membership dues.

Section 7. ICLCA membership
MICLCA Executive Board members are required to be current, active members of ICLCA, and all MICLCA members are strongly encouraged to join ICLCA as well, so that they may take full advantage of the many benefits of membership.

Section 8. Nondiscrimination.
The MICLCA does not discriminate on the basis of race, color, ethnicity, national origin, religion, sex, gender identity, gender expression, sexual orientation, age, disability, veteran status, or marital status.

Section 9. Membership Year
The membership year will begin on July 1 and terminate June 30 the next calendar year.

Section 10. Renewals
Memberships may be renewed with an application, and payment of the annual dues.

Section 11. Dues
Dues will be $35/year for individuals and $10 for students enrolled at least half-time in a postsecondary institution. Those requesting student rates should include proof of student status. Dues for emeritus members will be $10/year. Changes in the amount of dues may be recommended by the treasurer or a majority of the membership and shall be passed by two-thirds (2/3) vote of the membership.

Article IV. Board of Directors
Section 1. General Powers and Number
The business and affairs of the MICLCA shall be managed by its Board of Directors according to MICLCA Bylaws. The Board of Directors shall consist of at least six (6) Officers, with the option of adding one (1) additional with the approval of the ICLCA international Board. All Officers serving on the Board will serve on a voluntary basis with no monetary remuneration from MICLCA, including expenses unless approved by

the MICLCA Board.

Section 2. Composition
The MICLCA Board of Directors shall consist of the following Officers: The President, the Immediate Past-President, the Vice-President, Secretary, Marketing and Communications Officer, and Treasurer (with the option of one (1) additional position as approved by the MICLCA Board).

Section 3. Tenure and Qualifications
Each Officer on the Board of Directors shall serve until a successor is elected, or until the Officer's death, resignation, or removal. An Officer may resign at any time by filing a written resignation with the MICLCA President.

Section 4. Vacancies
Temporary vacancies on the Board of Directors may be filled for the remainder of the unexpired term by appointment of the President or the Vice-President in the event the President is not available.

Section 5. Meetings/Notice

a) The Board of Directors shall meet in open session not less than twice annually. One of these meetings shall be held during the annual MICLCA affiliate meeting. The agenda of these meetings shall be set by the President in consultation with the Board of Directors. Members of the MICLCA may place items on the agenda by notifying a member of the Board of Directors. The President shall give notice of the meetings to the members of the Board at least thirty (30) days in advance. Meetings may be held in person or on-line at the discretion of the Board of Directors.

b) Special Meetings. Special meetings of the Board may be called by the President or at the request of any two of the Board of Directors. The President shall designate the time and place for any such special meetings and shall give notice to each Member of the Board of Directors at least seven (7) days in advance of the meeting. The notice for this meeting shall state the business to be conducted. At such special meeting, no business other than that stated in the notice shall be transacted.

c) Notice. Written notice of any meeting of the Board of Directors shall be delivered individually to each Director by electronic mail.

Section 6. Quorum/Voting.
A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote at any meeting of the Board of Directors. Members of the Board of Directors may participate in and vote at any meeting by means of remote communication, provided they can hear and be heard by all other members present.

To be enacted, all motions must receive a majority vote of those present and voting, provided a quorum has been established. Amendments to these bylaws shall require a two-thirds (2/3) vote of the full Board of Directors, rounded up.

Section 7. Actions without a Meeting.
Unless otherwise restricted by law or the Bylaws any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to or after such action a written consent or confirmation thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with minutes of proceedings of the Board or committee. Actions requiring expenditures of organizational funds in excess of $250.00 must have prior Board approval.

Section 8. Manner of Acting.
The act of the majority of the Board of Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Conduct of Meetings.
The President, and in their absence, the Vice-President, and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary of the MICLCA shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Director or any other person present to act as secretary of the meeting.

Section 10. Presumption of Assent.
A Director of the MICLCA who is present at a meeting of the Board of Directors or a committee thereof shall be presumed to have assented to any action taken unless the Director's dissent is entered in the minutes of the meeting or unless the Director files written dissent by registered mail or electronic mail to the Secretary of the MICLCA immediately after adjournment. This right to dissent shall not apply to a Director who voted in favor of the action.

Section 11. Inability to Achieve Quorum.

a. If the Board of Directors is unable to achieve a quorum for a period of sixty (60) consecutive days due to vacancies, leaves of absence, or other circumstances, the remaining directors shall, by unanimous vote, appoint eligible MICLCA or ICLCA member to fill vacant positions on a temporary basis, with such appointments lasting until the next annual affiliate meeting at which elections are held.
b. Temporary appointees under this section shall have full voting rights and shall be counted for purposes of establishing a quorum.
c. If a director whose absence contributed to the inability to achieve quorum returns to active service, the director shall resume their full duties and voting rights. Any temporary appointment made to fill that director's position shall end upon the director's return.

Article V. Ethics
Section 1. The guidelines for professional ethics adopted by ICLCA shall at all times constitute the guidelines of professional activity of the MICLCA and its members.

Section 2. The MICLCA Board of Directors shall maintain a Conflict of Interest Policy. All Directors, Officers, and Committee Members shall comply with the policy and complete a Conflict of Interest Disclosure Form at the start of each term. The Conflict of Interest Policy may be amended by a majority vote of the Board of Directors.

Article VI. Officers
Section 1. Officers, Elections, and Terms of Office.

a) Officers. The officers of MICLCA shall be the President, Immediate Past President, Vice-President, Secretary, Marketing/Communications Officer, and Treasurer.
b) Qualifications. To be eligible for any officer position, a nominee must be a member in good standing and current on all dues at the time of nomination and throughout their term of service.
c) Nomination Committee. The Nomination Committee shall consist of at least two members, including:
   (1) At least one current Board member, appointed by the President, who shall serve as Chair; and
   (2) At least one member in good standing, appointed by the Board.
   (3) No member of the Nomination Committee who intends to seek office shall serve on the Committee for that election cycle.
d) Nomination Process. The Nomination Committee shall solicit nominations from the general membership no fewer than 60 days prior to the annual affiliate meeting. Any member in good standing may nominate a candidate, including themselves. The Nomination Committee shall review all nominations and determine whether each nominee meets the qualifications for the office sought. The Committee shall present a slate of qualified candidates to the membership no fewer than 30 days prior to the election. Nominations from the floor shall be permitted at the annual affiliate meeting, provided the nominee meets the qualifications set forth in this section.
e) Election. Officers other than the President and Immediate Past President shall be elected by a majority of votes cast by secret ballot of the membership.
f) Terms. The President and Vice-President shall each serve a one-year term. The Secretary, Marketing/Communications Officer, and Treasurer shall each serve a two-year term. All officers shall assume office at the close of the annual affiliate meeting in the year of their election and shall serve until the close of the annual affiliate meeting at the expiration of their term, or until death, resignation, or removal.
g) Succession. Upon expiration of the President's term, the President shall assume the office of Immediate Past President for one year.

Section 2. Removal of Directors
A petition signed by one-fifth (1/5) of the membership is required to initiate the recall of any Officer of the MICLCA. Such recall then requires a regular motion, and a majority vote of the membership or two-thirds (2/3) vote of those members present at any annual meeting of the affiliate.

Any director may be removed from the Board of Directors for consistent non-performance of duties or ethical violations by a two-thirds ((2/3)) vote of the remaining members of the Board of Directors. The Director proposed to be removed shall be given at least fifteen (15) days' written notice, delivered by electronic mail, of the meeting at which such removal is to be voted upon, including a statement of the grounds for removal. The Director shall be entitled to appear before and be heard at such meeting. A vacancy created by removal shall be filled in accordance with Section 3 of this Article.

Section 3. Vacancies.
The President may temporarily fill any vacancy among the Officers by designating a replacement from among the members of the affiliate who shall serve until a successor is elected at the next annual meeting.

Section 4. President.
The President shall carry out the following responsibilities:

a) Serve as the principal officer of the affiliate and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the MICLCA;
b) Act as chairperson and presiding officer of the Board of Directors, shall act as presiding officer at every meeting of the membership of MICLCA, and prepare the agenda for these meetings;
c) Call special meetings of the affiliate Board of Directors;
d) Serve as an ex officio member of all standing committees and Task forces;
e) Act as liaison and official representative to other professional associations;
f) Serve as liaison to international association (ICLCA);
g) Ensure effective transitions for all offices;
h) Establish and maintain the calendar for their presidential year;
i) Draft position papers on topics of professional ethics, standards for the adoption of the membership or issues affecting learning assistance professionals;
j) Coordinate research activities of the MICLCA.

Section 5. Immediate Past President.
The Immediate Past President shall:

a) Act as parliamentarian;
b) Serve as an advisor;
c) Chair the Nomination Committee and coordinate all functions of the election of Officers, including the tabulation of votes with the assistance of the President;
d) Serve as a mentor to new Board members.

Section 6. Vice-President.

The Vice-President shall:

a) Assume the duties of the President in the President's absence;

b) Chair the Professional Development Committee which includes coordination of affiliate annual meeting/conference;

c) Coordinate any other professional development activities;

d) Assume the office of President if the position becomes vacant during their term.

Section 7. Secretary.

The Secretary shall:

a) Record the minutes of all business meetings of the membership and of the Board of Directors;
b) Prepare and submit to the membership any Bylaw revisions;
c) Notify members of all ratified changes in the Bylaws and maintain the accurate, most current copy of the same;
d) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
e) Maintain and update the archives and records of the MICLCA;
f) Serve on the Professional Development Committee to assist with planning of the annual affiliate meeting/conference;
g) Maintain and analyze a database of membership records;
h) Serve as registrar for affiliate annual meeting.

Section 8. Treasurer.

The Treasurer shall:

a) Receive, record, hold and disburse all monies of the MICLCA at the direction of the Board of Directors;
b) Arrange for an annual compilation of the treasurer's accounts;
c) Present an annual statement of the MICLCA's accounts to the membership;
d) Prepare the Annual Budget in conjunction with the Board;
e) Arrange to have any tax forms or forms regarding the legal status of the MICLCA properly prepared and submitted; and
f) Collect and account for monies related to the annual meetings and conferences.
g) Receive and process membership dues and conference registration fees;
h) Participate in annual fiscal review following the end of their term with the incoming treasurer;
i) Arrange for the transfer of accounts with the incoming Treasurer.

Section 9. Marketing and Communications Officer.
The Marketing and Communications Officer shall:

a) Evaluate and identify new means of enhancing communications among the Board of Directors, ICLCA and MICLCA membership and educators working in the field of learning assistance.
b) Create, coordinate, and distribute all promotional material and official correspondence of the MICLCA;
c) Serve on the Professional Development Committee to assist with the planning of the annual affiliate meeting/conference;
d) Coordinate membership drives for retention and recruitment.
e) Development, maintenance and oversight of the MICLCA website.

Article VII. Finances
Section 1. Assessments.
By two-thirds (2/3) vote of the membership, members may levy assessments against themselves.

Section 2. Expenditures.
Expenditures of organizational funds shall be governed by policies established by the Board of Directors.

Section 3. Fiscal Year.
The fiscal year of the MICLCA shall begin on July 1 and end on June 30 of each year.

Section 4. Financial Review.
At the end of each fiscal year, the incoming and outgoing Treasurers shall present to a committee of at least two members appointed by the President, neither of whom shall be the Treasurer, a compilation of MICLCA accounts and an itemized list of expenditures and revenue. The committee shall then independently review these records and report a summary of their findings to the Board of Directors.

Section 5. Private Benefit.
No part of the net earnings or assets of the MICLCA shall be used to the benefit of any Officer or member except for payment of reimbursement for expenditures required by these bylaws or reimbursement of expenses approved by the Board of Directors.

Article VIII. Affiliations
Section 1. The MICLCA is an affiliate of the International College Learning Center Association (ICLCA) and no other organizations.

Article IX. The Terms of Office and Responsibilities of Standing Committees.
Section 1. Appointments to Standing Committees.
MICLCA will have two standing committees: Nomination Committee (chaired by the Immediate Past President) and the Professional Development Committee (chaired by the Vice-President). The MICLCA may also create at its discretion other standing committees to be chaired by Board members.

Section 2. Duration and Service on Standing Committees.
Chairpersons of the Standing Committees serve during their term of office. All other committee members serve from the end of the affiliate annual meeting until the following affiliate annual meeting.

Section 3. Meetings of the Standing Committees.
The Standing Committees shall meet at the annual meeting and if necessary, at intervals agreed upon by the committee.

Section 4. Procedure for Formation of New Standing Committee.
The Board of Directors may by a majority vote form new Standing Committees necessary to further the purpose of the MICLCA.

Section 5. Procedure for Formulation of Task Forces.
As needed, task forces may be established on a temporary basis; the time limit, charge and chairperson for a task force shall be set by the President with the approval of the Board of Directors.

Section 6. Standing Committees' Membership and Responsibilities.
The Standing Committees' membership and responsibilities shall be the following:

a) Professional Development Committee
- 1) Members. The Professional Development Committee shall have five (5) members including the Secretary and the Vice-President who serves as Committee Chair.
- 2) Responsibilities.
  - .01) Planning the MICLCA's annual affiliate meeting/conference;
  - .02) Coordinating any other relevant professional development activities
  - .03) Review conference presentation proposals

b) Nominations Committee
- 1) Members. The Nomination Committee shall consist of at least three members, as specified in Article VI, Section 1(c).
  immediate Past President. It shall have five (5) additional members including the Current President, Current Vice-President, and three (3) members representing different geographical areas of the MICLCA.
  - .01) Solicit nominations from the membership for election to the Board of Directors;
  - .02) Prepare a slate of such candidates for majority approval by the current Board of Directors;
  - .03) Confirm nominations;
  - .04) Prepare the ballot;
  - .05) Be responsible for the balloting procedure and for the tabulation of the votes. New Officers will be announced via

electronic mail. An official tally of the votes will be submitted to the Board and included in the Board minutes the legal record of votes.

Article X. Initiative and Referendum
A petition signed by one-fifth (1/5) of the membership is required to initiate proposals on behalf of the MICLCA or to initiate recession of any previous action taken by the Board or its Officers. Such action, initiatives, or referenda then require a regular motion, and a majority vote of the membership or two-thirds (2/3) of those members present at any annual affiliate meeting of MICLCA.

Article XI. Rules of Order
All MICLCA meetings shall be conducted informally. The President shall ensure that all members have an opportunity to be heard on any matter before the Board. When a question of procedure arises that is not addressed by these Bylaws or the Board's adopted procedures, the Board shall refer to Democratic Rules of Order for guidance. Guidelines for procedural practices will be communicated prior to MICLCA meetings.

Article XII. Amendments
Section 1. The Bylaws may be amended by a majority vote of at least ten percent (10%) of the membership at the annual affiliate or special meeting of the membership of the MICLCA, provided the proposed amendments have been included in the notice calling the meeting.

Section 2. The Bylaws may also be amended by a majority vote of the Board of Directors, provided no fewer than two-thirds (2/3) of the Board of Directors are present.

Article XIII. General Meetings
Section 1. The annual general meeting of the membership of the MICLCA shall take place at a time and place specified by the Board of Directors. An agenda for this annual general meeting shall be provided at the opening session of the affiliate meeting or upon prior request. Discussion on any single motion shall not exceed 20 minutes, with individual remarks limited to three minutes, unless extended by the presiding officer or a majority vote of the Board.

Section 2. Other regular meetings of the membership may be determined by the Board of Directors or by the membership at any annual affiliate meeting.

Section 3. Special meetings of the membership may be called by the President, and/or upon petition of a majority of the Board of Directors, and/or upon petition of twenty-five percent (25%) of the membership.

Section 4. Notice and the proposed agenda of all meetings of the membership other than the annual general meeting shall be sent to all members of the MICLCA at least thirty (30) days prior to the meeting dates.

Section 5. All members of the MICLCA have the right to attend all general meetings. They may attend Board of Directors and committee meetings as non-voting participants.

Section 6. In any general meeting, ten percent (10%) of the regular membership shall constitute a quorum.

Section 7. The Board of Directors shall meet together during the MICLCA's Annual meeting to discuss and coordinate activities for the coming year.

Article XIV. Dissolution
The MICLCA may be dissolved by the affirmative vote or written consent of three-fourths (3/4) of all the members of the MICLCA. Upon the dissolution of the MICLCA, all assets of the MICLCA shall be distributed to the International College Learning Center Association (ICLCA). Additionally, the International College Learning Center Association may, at the discretion of the International Board of Directors, dissolve or merge affiliate organizations.

Article XV. Indemnification
Section 1. This MICLCA shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this MICLCA), by reason of the fact that such person is or was a Director or officer of this MICLCA, or is or was serving at the request of the MICLCA as a Director, officer, employee, or agent of another organization or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the MICLCA, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the MICLCA.

Section 2. This MICLCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the MICLCA to procure a judgment in its favor by reason of the fact that such person is or was a Director or officer of the MICLCA, or is or was serving at the request of the MICLCA as a Director, officer, employee, or agent of another association or other enterprise, against expenses, including attorneys' fees actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the MICLCA, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duties to the MICLCA unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses to the extent that the Court shall deem proper.

Section 3. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the MICLCA in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that the individual is entitled to be indemnified by the MICLCA as authorized herein. Any such advancement shall be made by this MICLCA only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because the individual would probably meet the applicable standard of conduct set forth in Section 1 or Section 2, as the case may be. Such determination shall be made:

a) By the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding;

b) If such quorum is not attainable, or, even if attainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4. Indemnification provided herein shall continue as to a person who has ceased to be a Director or Officer of the MICLCA and shall inure to the benefit of the heirs and personal representative of such person.

Article XVI. Seal

The MICLCA shall have no seal.

Article XVII. Initial Officers.

The MICLCA will determine, choose, and elect its own Board of Directors.

The International Board will ratify the first affiliate Board based on the nominations brought forward in the affiliate application. The initial affiliate Board serves from the time the organization is approved to the first annual affiliate organization meeting at

The Bylaws were drafted October 23, 2025. This draft was amended February 24, 2026.
These Bylaws were approved by ICLCA April 17, 2026 and
MICLCA on March 19, 2026.

MICLCA Board Signatures

Joe Salvatore Date: 04/04/2026

Joe Salvatore
President

Angela Zanardelli Date: 04/06/2026

Angela Zanardelli
Vice President

Emily Bosscher Date: 04/06/2026

Emily Bosscher
Secretary

Sarah A Clark Date: 04/05/2026

Sarah Clark
Treasurer

Holly Christopher Date: 04/08/2026

Holly Christopher
Member at Large

ICLCA Board Signatures

Date: 05/08/2026

Brandon Johnson
President

Date: 05/08/2026

Juan Jimenez
Vice President

Amanda M. Knapp Date: 06/11/2026

Amanda Knapp
Immediate Past President

Tharangi Fernando Date: 06/09/2026

Tharangi Fernando
Treasurer

Stacey Blackwell Date: 05/11/2026

Stacey Blackwell
Recording Secretary

Morgan Ruebusch Date: 06/09/2026

Morgan Ruebusch
Marketing & Communication

Jennifer Tilbury Date: 05/08/2026

Jennifer Tilbury
Membership Secretary

Date: 05/11/2026

Lee Cope
Professional Development

Geoff Bailey Date: 05/15/2026

Geoff Bailey
Development Officer

Mark Woolwine Date: 05/08/2026

Mark Woolwine
Website Coordinator

Keigh-Cee Bell Date: 05/08/2026

Keigh-Cee Bell
Webinar Coordinator