

**Association for  
Reading and Writing in Asia  
(ARWA)  
Bylaws**

# ARWA BYLAWS

## DEFINITIONS

These **ARWA BYLAWS** contain words that appear in bold and have the following special meanings:

“**ARWA BYLAWS**” and “**the Bylaws**” mean the governing instrument of the Association for Reading and Writing in Asia.

“**the Board of Directors**” means a group of individuals who are the representatives of ARWA. They are responsible for management and make decisions on major ARWA-related issues.

“**Board Member(s)**” means the member(s) in **the Board of Directors**.

“**Robert’s Rules of Order, Revised**” means the rule book Robert's Rules of Order Newly Revised (ISBN: 978-0-306-82021-2). A brief description of these rules can be obtained from <http://www.robertsrules.com/authority.html>

## ARTICLE I: Name and Objects

Section 1: The name of this organization shall be the Association for Reading and Writing in Asia (known herein as ARWA).

Section 2: ARWA will be incorporated as a non-profit, educational corporation under the laws of Hong Kong. Monetary resources for ARWA will be retained in an international bank accessible both in Hong Kong and elsewhere in Asia.

Section 3: The objects of ARWA is to advance education by promoting the scientific study of reading and writing, as well as to understand related areas such as language and literacy.

Section 4: Neither the name of, nor membership in, ARWA shall be used for personal benefit.

## ARTICLE II: Membership

Section 1: Membership comprises two categories: Active and student

Section 2: Active members shall be persons interested in promoting the objects of ARWA and who pay annual dues.

Section 3: Student members shall be undergraduate or graduate students (full or part-time) in fields related to the study of reading, writing, or language, who are interested in promoting the objects of ARWA, and who pay annual dues. Applications and renewals for student membership must be accompanied by evidence of student status, e.g., by a certifying signature from a member of ARWA or a letter from their academic department.

Section 4: Membership status can be expanded to fellow later on, as ARWA expands.

## ARTICLE III: Officers

Section 1: The elected officers shall be President, Vice President (VP), and Public Relations Officer (PRO), as well as four **Board members**. The appointed officers shall be Secretary, Treasurer, Conference Coordinator, Historian, and Web Master.

Section 2: The elected officers shall serve for a term of three years each, with the understanding that the VP will become the President following her/his term as VP. The President, VP, and PRO are all elected in the same year. The **Board members** are elected (preferably staggered every year) in the subsequent two years before the next presidential election.

Section 3: The appointed officers shall be named by the President with the advice and consent of **the Board of Directors** for a term of three years; each office will start on the date specified at the time of appointment. An exception is the Conference Coordinator who is appointed annually, depending on the selected conference site. Officers can be reappointed. Appointed officers may be removed from office at any time by a vote of at least three quarters of the **Board members**.

Section 4: The President shall act as the chief executive officer, chairing meetings of the **Board members**, and exercising general leadership and supervision over the affairs of ARWA. The President, VP, and Treasurer shall be responsible for approving and signing all contracts and authorizing the disbursement of funds in accordance with the annual budget. The President shall fulfill other duties as directed by **the Board of Directors** and shall assume the duties of any vacant office, until such time as the office is filled.

Section 5: The VP shall be responsible for site selection, particularly liaising with the Conference Coordinator each year to be supportive of the site, chairing the Program Committee, and helping to organize the annual conference, together with the Conference Coordinator. In the absence of the President (for any reason—incapacitation, illness, death, absence, etc.), the VP shall assume and perform the duties of the President and serve the unexpired portion of that term. At the expiration of that term of office, the VP shall automatically become the President. In the unlikely event of absence (as defined above) of both the President and the VP, the PRO will assume the role of President until new elections can be held.

Section 6: The Public Relations Officer (PRO) shall serve as an outreach to the public, field questions from the press, advise on and coordinate the newsletter (including supervising photos of the yearly conference), and advise **the Board of Directors** on whether or not to consider any ARWA publications (e.g., a journal). The PRO will also handle inquiries from journal and book publishers regarding displays at ARWA.

Section 7: The Secretary shall perform the duties necessary for the maintenance of records and correspondence of ARWA, ensure the recording of an accurate record of discussions and actions taken at meetings of the members and **the Board of Directors**, oversee the election

process, keep abreast of and inform **the Board of Directors** of any necessary actions relative to incorporation, give copies of all minutes to all the **Board members** with an extra archival copy for the Historian, and fulfill other duties as directed by **the Board of Directors**. Another main duty of the Secretary is to help coordinate acceptance letters for the annual ARWA conference, write letters in support of visa applications for the conference, and write certificates of attendance for those who need it for having attended the ARWA meeting.

Section 8: The Treasurer shall ensure the maintenance of all fiscal records and reports, oversee the custody of all ARWA funds and receipt of all dues and other monies owed to ARWA, authorize the disbursement of funds in accordance with the annual budget approved by **the Board of Directors**, cooperate with the President, VP, and PRO in preparing the annual budget, and fulfill other duties as directed by **the Board of Directors**.

Section 9: The Conference Coordinator shall be responsible for planning the Annual Meeting. This includes arrangements with the host hotel, during, and after the meeting. All arrangements are subject to the final approval of **the Board of Directors** and contracts regarding conference bookings should be signed by the President and/or the Treasurer. The Conference Coordinator will also liaise with the VP regarding the conference program. Together, they will decide upon the length of the meeting (up to three days) and the features of the meeting (e.g., how many poster vs. paper sessions, awards to be given during the meeting, keynotes, etc.), with approval from the President. Conference Coordinator is a one-year position.

Section 10: The Historian shall keep archival copies of the program from the annual meetings, the minutes of all Board meetings, and copies of incorporation records, **the Bylaws**, and the Policy and Procedures Handbook. The Historian should liaise with the Secretary and the Web Master to ensure that these records are accessible on the ARWA website. The Historian should further work with PRO on the newsletter from ARWA, to be issued at least annually. Furthermore, The Historian is in charge of updating the ARWA handbook annually as it grows.

Section 11: The Web Master shall be in charge of overseeing the ARWA website. He or she will liaise with outside companies when required to ensure smooth running of the website. The website should be used for both disseminating information about ARWA and its members (e.g., satellite upcoming meetings, new publications, public policy initiatives, grant possibilities, news articles related to ARWA's mission) and for facilitating registration to ARWA and its annual meeting and all meeting updates. The Web Master shall also be responsible for updating the Society website on current officers, award winners, **the Bylaws**, the handbook, and archival copies of the programs of the Annual Conferences.

## **ARTICLE IV: Board of Directors**

Section 1: **The Board of Directors** shall be empowered to hold and administer all property and funds and to direct the affairs of ARWA. **The Board of Directors** shall maintain an ARWA Policy and Procedures Handbook which shall be reviewed and updated annually by the Historian.

Section 2: **The Board of Directors** shall consist of the President, VP, PRO, Secretary, Treasurer, Conference Coordinator, Historian, Web Master, and four additional **Board Members** elected by the ARWA members. The four elected **Board Members** shall each serve a three-year staggered term of office, with one or two ordinarily being elected each year. **Board Members** can be re-elected.

Section 3: As designated by the President, each **Board Member** can and should serve as a liaison to committees, in addition to other duties.

Section 4: **The Board of Directors** shall meet at least once a year, normally at the time and place of the annual meeting. Additional meetings may be held at the call of the President or upon the written request of any **Board members**. The time and place of additional meetings shall be determined by the President, or by the group calling the meeting, so long as all **Board members** are given reasonable notice of the meeting. **Board Members** are authorized to use other means of communication to conduct necessary business of ARWA. Skype calls or similar media may be important for this.

Section 5: All meetings of **the Board of Directors** are open to all ARWA members, except in particular situations when ethical or other personnel matters are to be discussed. In such cases, the meeting **of the Board of Directors** may move into closed session, and results of these actions will be reported to the membership in general terms only. The Secretary shall ensure the maintenance of a full set of minutes of all sessions, including closed sessions. The minutes of the closed sessions will be available for inspection by any **board member**.

Section 6: A quorum shall consist of at least four **Board members**, two of whom shall be elected officers.

Section 7: If the position of any elected **Board Member** becomes vacant, the remaining **Board members** shall, by appointment, fill the empty position by selection of a member of ARWA who is not yet a **Board member** until the next election.

## **ARTICLE V: Elections**

Section 1: The Nominations Committee, consisting of the President, VP, and PRO, having sought advice and recommendations from the membership in general and **the Board of Directors** in particular, shall prepare, prior to the annual meeting, a list of nominations for each position to be filled.

Section 2: After securing the approval of the nominated individuals, the list of candidates shall be emailed to all members before the annual meeting (if possible). Other nominations may then be submitted by the written request of at least ten active members. Such additional nominations must include a statement of consent to stand for office from each nominee.

Section 3: Election ballots listing the names of all properly nominated persons accompanied by a brief vitae for each nominee shall be emailed to all members. The ballot shall include a

deadline for its return to the secretary, normally 7 days following the emailing of the ballot. All of this should take place electronically, either via email or via the ARWA website.

Section 4: Only ballots received before the deadline stated on the ballot shall be counted.

Section 5: The Secretary and one other ARWA member shall be responsible for the counting of ballots. The Secretary, and at least two other ARWA members, shall certify the results to the President who shall report the results to the membership, either via email, on the website, or at the annual meeting. Positions of elected officers shall be filled by those persons obtaining the highest number of votes. Ordinarily, tie votes will be decided by lot.

Section 6: Elections shall take place during the calendar year preceding the January 1 date that elected officers shall take office.

## ARTICLE VI: Committees

Section 1: Members of committees shall be appointed by the President with the advice of **the Board of Directors**. Committees shall serve for the term of the President unless otherwise specified at the time of appointment. The Chair of each committee shall be appointed by the President. Vacancies on committees shall be filled by the President as they arise.

Section 2: The Program Committee shall advise the VP and Conference Coordinator (CC) on the planning and organization of the Annual Meeting of ARWA and function as a review board for program paper proposals. The VP shall appoint additional members of the Program Committee from either inside or outside the Board, all within ARWA, as reviewers for submissions as needed.

Section 3: The Nominations Committee shall function as defined in **the Bylaws**. The Nominations Committee shall be composed of the President, VP, and PRO.

Section 4: The Membership Committee shall deal with all issues involving membership; its primary function will be to vet applications for membership. At a later time, if ARWA decides to confer fellow status on some members, this committee will be responsible for making decisions regarding the conferral of fellow status in ARWA. It will submit its criteria for fellow status to **the Board of Directors** for its approval; **the Board of Directors** may review and change these criteria at any time. This committee will be responsible for informing members about criteria and about the form of applications. A senior elected **Board Member**, selected by the President, shall serve as Chair of this committee.

Section 5: The Financial Advisory Committee shall provide nonbinding advice and oversight of the financial well-being of ARWA, including emergency funds, savings, and investments. It will be composed of the President, VP, PRO, and the Treasurer, as well as others at the invitation of the Board. Given that their advice is nonbinding, final decisions on finances rest in the hands of the Board.

Section 6: Ad hoc committees may be established and their members appointed by the President, with the advice of **the Board of Directors**, for special purposes and shall serve for such time as is specified at the time of appointment.

## **ARTICLE VII: Finances**

Section 1: **The Board of Directors** shall have the power to allocate funds to carry out the objects of ARWA.

Section 2: All receipts and disbursements shall be made through accounts authorized by **the Board of Directors**. The President, Vice President, and Treasurer shall be responsible for authorizing the disbursement of funds in accordance with the annual budget.

Section 3: **The Board of Directors** shall be responsible for adopting an annual budget; the Treasurer shall be responsible for preparing the budget for **the Board of Directors'** consideration and recording financial activities.

Section 4: Membership dues, conference fees, and other expenses (e.g., subscription fees for additional publications, should they arise in the future) shall be established by **the Board of Directors**.

Section 5: The membership year shall run from January 1 to December 31. Members are expected to pay their dues during the last quarter prior to the beginning of the membership year. Members who fail to pay their dues by March 1 across two membership years will be dropped from membership.

Section 6: The fiscal year shall run from January 1 through December 31, or as otherwise determined by **the Board of Directors**.

Section 7: All funds of ARWA shall be deposited to the credit of the Association in such banks or with such bankers as may be selected by the Board. **The Board of Directors** may accept on behalf of ARWA any contribution, gift, bequest, or device for a general or specific objects for ARWA.

Section 8: The income and property of ARWA shall be applied solely towards the promotion of the objects as set out in **the Bylaws**.

Section 9: None of the income or property of ARWA shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of ARWA.

Section 10: No member of **the Board of Directors** or governing body of ARWA shall be appointed to any salaried office of ARWA, or any office of ARWA paid by fees and no remuneration or other benefit in money or money's worth shall be given by ARWA to any member of **the Board of Directors** or governing body.

Section 11: If upon the dissolution of ARWA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be

paid to or distributed among the members of ARWA but shall be given or transferred to some other institution or institutions, having objects similar to the objects of ARWA, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on ARWA under or by virtue of Article VII Sections 8 and 9 and this section, such institution or institutions to be determined by a resolution of the members of ARWA at or before the time of dissolution and in default thereof by a judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

Section 12: Sufficient records of income and expenditure (including donation receipts), proper accounting books must be kept and annual financial statements must be compiled.

Section 13: If a member of **the Board of Directors** is in any way (directly or indirectly) interested in a transaction, arrangement, or contract or proposed transaction, arrangement or contract with ARWA that is significant in relation to ARWA's operations and his interest is material, he must declare the nature and extent of his interest to the other members of **the Board of Directors**. The member of **the Board of Directors** must neither vote in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract, and if he does so vote his vote must not be counted.

## **ARTICLE VIII: Indemnification**

Section 1: ARWA will indemnify any officer or director, former officer or director, or any agent or employee of ARWA against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceedings in which the defendant, having acted in the best interests of ARWA, is made a party by reason of being or having been an officer, director, agent, or employee of ARWA.

## **ARTICLE IX: Meetings**

Section 1: The Annual Meeting shall be (a) three days or fewer in length, as determined by the Board, and (b) held at a time and place designed by **the Board of Directors**. The annual business meeting of the members shall be held during the Annual Meeting at such time and place as shall be listed in the official program for the ARWA conference.

Section 2: Additional meetings may be called by the majority of **the Board of Directors**.

Section 3: The Program of the Annual Meeting shall serve as official notification of the Annual Meeting and no notification other than the mailing of the program (and uploading it to the ARWA website) to the full membership list will be given. In the case of special meetings, a written notice stating the date, time, and location of the meeting and indicating the



purpose(s) for which the meeting is being called shall be emailed to the membership not less than fourteen days before the date of such meeting.

Section 4: Ten members or ten percent of the members, whichever is fewer, shall constitute a quorum at any meeting of the members.

Section 5: The rules contained in **Robert's Rules of Order, Revised** shall govern the conduct of all official meetings.

## **ARTICLE X: Amendments**

Section 1: Amendments to **the Bylaws** may be initiated in two ways. First, **the Board of Directors** may formulate amendments and submit them, with any arguments it chooses, to the ARWA members for action by ballot. Second and alternatively, any group of ten members, as sponsors, may submit to **the Board of Directors** proposed amendments in writing and signed by the sponsors, along with any arguments they choose. **The Board of Directors** shall then submit the proposed amendments, with the arguments developed by the sponsors, along with any recommendations and arguments it chooses, to the members for action by ballot.

Section 2: Amendments may be adopted by the affirmative vote of three quarters of members who are present at a regular or special (could be virtual) meeting called according to **the Bylaws**, provided that the proposed amendments have been emailed to each member at least seven days prior to the meeting at which the vote takes place.

Section 3: Amendments may also be adopted by ballots emailed to all the voting members and returned to the Secretary. When an email ballot is used, only those ballots returned by the date specified by the Secretary for return shall be counted. Ordinarily, such ballots will be required to be returned within one week of emailing. The Secretary and at least two other ARWA members shall certify the results to **the Board of Directors**. Amendments shall be adopted if at least two-thirds of the ballots returned within the prescribed time are affirmative.

Section 4: Amendments to **the Bylaws** become effective upon adoption unless otherwise specified.

I, McBride Catherine Alexandra certify that this document is a true copy of **ARWA BYLAWS**.

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McBride Catherine Alexandra  
President of Association for Reading and Writing in Asia