



The Reading League Chapter Roadmap

Exploratory Phase

Step 1

Read all the information at www.thereadingleague.org/chapter. Explore the websites and/or social media pages of current chapters.

Step 2

Reach out to Andrea Setmeyer, National Chapter Coordinator, to set up an initial conversation: chapters@thereadingleague.org. She will go through the chapter formation process and send you an application.

Step 3

Reflect on the chapter formation process. Bring together like-minded people in your state that would be willing to engage in this work with you.

Step 4

Fill out the chapter application and submit it to Andrea for approval. Be as detailed as possible and be sure to include a list of potential members. See chapter application in appendix.

Step 5

Send a representative from your planning team to a monthly virtual meeting with Andrea and other chapters in formation. This informal check-in provides an opportunity to hear from established chapter leaders, ask questions, and gain access to resources to assist you in your planning.

Step 6

Set up an awareness meeting.

This is a 1-hour virtual or in-person meeting where you can invite people throughout the state to learn more about The Reading League and what it means to be a chapter. This meeting may be set up using a service like Eventbrite and sent out through email, social media, and any networks you have. The Reading League can also promote the awareness meeting on our platforms.



Incorporating as a Non-Profit Phase

Step 7

Determine your board of directors.

From the people who showed interest at the awareness meeting, form a **board of directors**. You must have at least a president, vice-president, secretary, and treasurer, although the last two can be combined into a single position.

Step 8

Complete the necessary paperwork.

File **Articles of Incorporation** as a non-stock non-profit in your state. You will need to prepare **Bylaws** (sample bylaws in the appendix). You may want to engage an attorney familiar with non-profit law in your state.

Keep the Articles of Incorporation as brief as possible; details of operation can go into the Bylaws, which are easier to amend. Provisions that cover the relationship with The Reading League are in the Affiliation and License agreements, so those don't need to be spelled out in the Bylaws. Make sure the Articles include statements that the federal government considers necessary to qualify for tax-exempt status under section 501(c)(3).

Secure a **federal employer identification number**. See

<https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>

Secure **federal tax-exempt status** under section 501(c)(3). You can use [form 1023-EZ](#) to file online. Read [IRS Publication 557](#) and the [instructions](#) carefully. There is a fee. Choose the calendar year as your taxable year and select an NTEE code that describes your activities (The Reading League uses code B01-Alliance/Advocacy Organization), list your board of directors/officers, and designate the support test that makes you a public charity as opposed to a private foundation.

After getting IRS approval (which can take several months), determine if your state requires filing for state **sales tax exemption** on things or services purchased.

Secure the appropriate insurance. Maintaining **liability insurance** is required for chapter status.

Once all the above paperwork is complete, send it to Andrea Setmeyer along with the **signed chapter affiliate agreement** and **licensing agreement**. They will be signed, with a copy sent back to you. (See appendix for a checklist of paperwork to be completed.)



Planning Phase

Step 9

Hold your first board meeting.

During your first **board meeting**:

- Elect your officers;
- Authorize the establishment of a bank account* and reimburse incorporation expenses (if applicable);
- Adopt the Bylaws;
- Approve the Affiliation and License Agreements with The Reading League;
- Schedule your meetings for the year;
- Determine revenue generation (donations, membership fees, charging for events); and
- create your plan of events/actions for your chapter (science of reading webinars or events, book studies, etc.).

*As far as the establishment of the bank account, consider having your treasurer and president as signers on the account, giving both of them debit cards and access to online monitoring of the account.

Step 10

Onboarding, Website, and Announcement

The Reading League will schedule an **onboarding meeting** with staff at TRL and chapter leadership. At this onboarding meeting, you will:

- Receive a tour of the all-chapter shared drive which contains multiple files of use to you as a chapter (templates for meeting agendas and minutes, sponsorship agreements, speaker agreements, policies and procedures, financial reporting, TRL brand files, slide templates, fonts, branding and messaging guidelines);
- Learn about the creation of domain names, g-suite emails and drive access;
- Learn the steps in website creation; and
- Learn about your financial obligations and reporting.

After the onboarding meeting, your president and VP will receive access to the all-chapter shared drive and all board members will receive access to your state shared drive, where you may want to hold all of your documents that you will need to access as a board.

You will receive an email from TRL instructing you on setting up your g-mail accounts (first name@state initials.thereadingleague.org). You must set up your g-mails within 48 hours or the link will expire.



After the onboarding meeting, you may set up your official TRL social media accounts, using these handles:

- Facebook: The Reading League XX (example: The Reading League PA)
- Instagram: thereadingleagueXX (example: thereadingleagueWI)
- Twitter: @ReadingLeagueXX (example: @ReadingLeagueOK)

The **announcement** of your chapter will be featured in The Reading League newsletter published after your onboarding meeting.

After your onboarding meeting, we will arrange for you to meet with our webmaster, who will walk you through your **website**. Once the website is released to you, you will have three months to go live. If you need support after your website goes live, you may refer to the website meeting recording, written and video tutorials, or seek outside support. Note: This website meeting is subject to the availability of our webmaster, but we will schedule it as soon as possible after your onboarding. You may voluntarily defer this website meeting for up to six months. (See appendix for specific website protocol.)

Official Chapter Transition

Step 11

Once you have completed onboarding, chapters will conduct activities in accordance with the chapter affiliate agreement which includes hosting 3-5 educational events annually and preparing financial and activity reports to The Reading League National.

Additional activities may include:

- Attend monthly virtual chapter leadership meetings with Andrea and chapter leaders from across the country
- Build community among science of reading supporters in your state
- Collaborate with literacy leaders in your state
- Secure funding to advance your mission
- Create a newsletter or other materials to create awareness
- Maintain a website and social media presence
- Continue to develop your non-profit organization and ensure ongoing leadership
- Participate in ongoing chapter development activities, such as an annual Chapter Leadership retreat in Syracuse, NY



Appendix

Application

Thank you for your interest in organizing a chapter of The Reading League (TRL).

This form should be completed following review of the Chapter Roadmap and a preliminary conversation with Andrea Setmeyer, National Chapter Coordinator. Please share this document to chapters@thereadingleague.org when you are ready to submit the application.

Questions? Contact us at the above email address anytime.

1. State you are representing:
2. Applicant's Name, Address & Phone Number:
3. Statement of Goals and Objectives of the Chapter: (Please demonstrate alignment and consistency with TRL's mission and purpose.)
4. List of Potential Officers and Description of Duties:
5. General Plan for Funding or Revenue Generation:
6. Initial Plan for Events and Activities:
7. Please email or include a link to a list of at least 35 potential members in your state when you submit this application. (individuals that want to support a chapter of The Reading League in your state).



Checklist of Paperwork

Checklist for Reading League Chapters

	Application
	Affiliation Agreement signed by both parties
	Licensing Agreement signed by both parties
	Proof of 501(c)(3) status
	Employee Identification Number
	Articles of Incorporation
	Bylaws
	Proof of Liability Insurance
	Fiscal Sponsorship Agreement (if applicable)
	Certificate of Assumed Name or Certificate of Doing Business (if applicable)



Sample bylaws

**BYLAWS OF
THE READING LEAGUE OKLAHOMA, INC.,
Adopted effective as of December 13, 2019**

- I. **Identification.** The name of the corporation shall be The Reading League Oklahoma, Inc. The name of the corporation may be changed from time to time by the Board of Directors and as effected by a duly executed and filed amendment to the corporation's Articles of Incorporation. The corporation may have such principal and other business offices as the board of directors may designate or as the corporation's business may require from time to time. The Corporation's registered agent may be changed from time to time by the Board of Directors. The address of the Corporation's registered office may be changed from time to time by the Board of Directors, or by the registered agent.
- II. **Purpose.** The purpose of the Corporation shall be exclusively for charitable, educational, scientific, or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.
- III. **Mission.** The mission of The Reading League Oklahoma, Inc. is to advance the awareness, understanding and use of evidence-based instructional practices in reading.
- IV. **Directors.**
 - A. **Number.** The management of the corporation shall be vested in a board of directors consisting of no more than 10 persons. At no time shall the number of directors be fewer than 3.
 - B. **Powers of directors.** Directors shall be granted the authority to manage the corporation as provided by Oklahoma law.
 - C. **Term.** The directors each shall hold their office for the term prescribed by the Board or until they shall resign or shall be removed or otherwise disqualified to serve, or their successor shall be elected and qualified. The initial President and initial Treasurer shall each serve terms of three (3) years and thereafter terms of two (2) years. The Secretary, Vice President, and any other officer appointed by the Board shall serve terms of two (2) years, unless otherwise determined by the Board.
 - D. **Election.** Election of directors following the initial directors shall take place at the applicable annual meeting occurring prior to the commencement of the terms for which they are elected. Each voting



director may cast one vote for each director position open for election at such meeting. Election shall be by a majority of the directors present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

- E. **Removal or Resignation.** A director may be removed from office either by a vote of the directors at a meeting of the board of directors in which a quorum is present, provided that reasonable notice has been given to all directors that the proposed removal of such director will be voted upon at such meeting, or by written consent of all directors other than the director to be removed. A director may resign at any time by delivering notice of resignation in writing to the board of directors, the president of the board of directors, or the corporation.
- F. **Vacancies.** In the event of a vacancy on the directors due to death, resignation, or removal, the president shall appoint a successor to fill the vacancy for the remainder of the term for that position.

V. **Officers.**

- A. **General.** The officers of the corporation shall consist of a president, vice president, secretary, and treasurer from the board of the directors and additional officers. All officers must have the status of active members of the Board.
- B. **Election and terms.** The officers shall be elected by the board of directors. The directors each shall hold their office for the term prescribed by the Board or until they shall resign or shall be removed or otherwise disqualified to serve, or their successor shall be elected and qualified. The initial President and initial Treasurer shall each serve terms of three (3) years and thereafter terms of two (2) years. The Secretary, Vice President, and any other officer appointed by the Board shall serve terms of two (2) years, unless otherwise determined by the Board.
- C. **Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any office as the president deems appropriate.
 - a. **President.** The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors.
 - b. **Vice president.** The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.



- c. **Secretary.** The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors. The secretary shall act as secretary of all board of directors' meetings, but in the secretary's absence, the presiding officer may appoint any director or other person present to act as secretary of the meeting.
 - d. **Treasurer.** The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president and board of directors on the financial status of the corporation.
 - e. **Officer-at-Large.** An officer-at-large has the same responsibility to ensure the mission and success of the association just as all board members. An officer-at-large is a full voting member of the Board.
- D. One person may hold up to but not more than two of the offices, except that the offices of president and vice president and president and secretary may not be combined.
- E. In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities.
- F. All officers shall serve without compensation but may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office as approved by the board of directors.
- G. **Subordinate Officers.** The Board may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board or, if appointed by the President, the President may from time to time determine. Subordinate officers shall not be voting members of the board.

VI. **Meetings of directors and officers (or Meetings of the Board).**

- A. **Annual meeting.** There shall be an annual meeting of directors and officers held during the month of January during each calendar year. The board of directors shall give at least 30 days' prior written notice of the annual meeting, unless the requirement of notice for such meeting is waived by unanimous written consent of the directors.
- B. **Regular meetings.** At its annual meeting, the board shall set a schedule of regular board meetings for the period until the next annual meeting. A single written notice of regular board meetings will be given to all directors within 10 days following the annual directors' meeting, unless the requirement for such notice is waived by



unanimous written consent of the directors. No further notice of regular directors' meetings shall be required.

- C. **Special meetings.** Special meetings of directors may be called by the president or by any director. Special meetings shall be on 5 days' written notice, which shall describe generally the business to be transacted at the meeting, unless the requirement of notice for such meeting is waived by unanimous written consent of the directors.
- D. **Voting at a meeting.** Voting shall be by directors present at the meeting, including by remote participation. Proxy voting shall not be allowed. Except as otherwise provided by Oklahoma law, the articles of incorporation, or these bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except as otherwise provided by Oklahoma law, the articles of incorporation, or these bylaws.
- E. **Remote participation in meetings.** The board of directors or any committee of the board may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting, conduct any regular or special meeting by the use of any electronic means of communication, so long as either (a) all participating directors are able to hear each other contemporaneously during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately communicate to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.
- F. **Action without a meeting.** Action may be taken without a meeting by unanimous written consent of the directors.
- G. **Counterparts and signatures.** Any consent or other document relating to the business of the corporation may be executed in counterparts, and all counterparts so executed shall together constitute one legally binding and enforceable instrument. Electronic signatures and executed documents (including scanned or photographed images of signatures) transmitted via email, email attachment, facsimile, or other electronic transmission shall have the same force and effect as original documents.

Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.



Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Oklahoma Law.

Committees. The board of directors may establish any standing or special committees as It deems appropriate, provided that such committees may not exercise the powers of the board.

VII. **Committees.** The President may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, resource development, public relations, etc.

VIII. **Fiscal year.** The fiscal year of the corporation shall end on December 31. The Reading League Oklahoma, Inc. shall produce an annual financial report and conduct an official audit due July 1 each year.

A. **Affiliation Fee.** In exchange for the right to be known as an affiliate of TRL and to receive benefits of being part of the TRL Network with access to and use of the TRL Brand, Affiliate shall pay to TRL an annual affiliation fee, due on the anniversary of this agreement, based on the following fee structure.

- Year 1 Fee subsidized by TRL to allow Affiliate to invest in start up
- Year 2 – 4 10% of Affiliate revenue; minimum of \$500
- Years 5+ 20% of Affiliate revenue; minimum of \$1,000

IX. **Amendment.** These bylaws may be amended at a duly called regular or special meeting of the board by a vote of at least two-thirds of the entire board of directors, or by unanimous written consent. Written notice of the text of any amendment to these bylaws proposed for adoption at a meeting must be given to each director at least 10 days before the date of the meeting, unless the requirement for such notice is waived by unanimous written consent of the directors.

X. **Dissolution.** Upon the dissolution of The Reading League Oklahoma, its governing body shall, after paying or making provisions for the payment of all liabilities of the organization, distribute its assets to The Reading League.

XI. **Non-Discrimination.** The Reading League Oklahoma, Inc. shall not discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, experience in requirements of membership, its policies or actions.

Certification

These Bylaws were approved by two-thirds (2/3) vote of the members casting votes at The Reading League Oklahoma, Inc. membership held on December 13, 2019.