

# **Twin Lakes Literacy Council, Inc. Bylaws 2021**

*Approved May 2021*

## **Article I.    Name and Purpose**

### **Section A.    Name**

The name of this organization shall be Twin Lakes Literacy Council, Inc., a nonprofit corporation, referred to hereafter as the Twin Lakes Literacy Council or the Corporation.

### **Section B.    Purpose**

Our mission is to empower and enrich communities through teaching literacy.

## **Article II.    Membership – Meetings**

### **Section A.    Membership**

Membership in the Corporation shall be open to any individual or organization wishing to support the purposes of the Twin Lakes Literacy Council through volunteer efforts or financial support.

1. Voting Members: The Secretary and the Executive Director shall keep and verify a list of individuals who are active volunteers of the Twin Lakes Literacy Council, either as tutors or in other capacities. **Active volunteers are defined as a person who has completed volunteer paperwork and has served at least one hour during the current fiscal year.** Active volunteers on the verified list are “Voting Members” of the Corporation with the right to vote at the annual meeting of the members and any special meetings of the members that may be called from time to time.
2. Associate Members: Individuals not on the verified volunteer list and organizations that support the Twin Lakes Literacy Council are “Associate Members” of the Corporation. Associate Members have no right to vote at member meetings.

Section B. **Member Meetings**

1. Monthly Meetings: The Corporation shall hold periodic volunteer meetings. Volunteer meetings shall be considered member meetings at which business of the Corporation may be conducted only if the required meeting notice is sent to Voting Members in advance of the meeting.
2. Annual Meetings: The annual meeting of the members for the election of directors to the Board of Directors (the “Annual Meeting”) shall be held in the spring of each year and may be held in conjunction with the spring volunteer meeting. Other business stated in the meeting notice also may be conducted at the Annual Meeting.
3. Special Meetings: Special meeting(s) of the members may be called by the Chair of the Board of Directors, or upon request of four (4) members of the Board of Directors, or by a majority of the Voting Members. Only the business stated in the meeting notice may be conducted at a special meeting.
4. Meeting Notices: Notice of the Annual Meeting shall be given to Voting Members before the meeting. Notice of any special meeting of the members shall be given to Voting Members not less than five (5) days in advance of the meeting. All meeting notices shall state the place, date and time of the meeting and the business to be conducted at the meeting. Meeting notices shall be sent by mail or electronic communication to the mailing or electronic address of each Voting Member on file with the Secretary. Meeting notices also shall be posted in the office of the Twin Lakes Literacy Council. Meeting notices posted in the office of the Twin Lakes Literacy Council will be deemed constructive notice of the meeting to any Voting Member who does not receive notice by mail or electronic communication.
5. Quorum: The quorum necessary for the transaction of business at member meetings shall be ten (10) Voting Members. All member meetings shall be conducted pursuant to Robert’s Rules of Order, or an alternative meeting procedure approved by the Board of Directors.

**Article III. Nominations and Elections**

**Section A. Nominations**

Nominees for election to the Board of Directors at the Annual Meeting shall be selected by the Nominating Committee of the Board of Directors, and must be approved by the Board of Directors before being submitted for a vote of the members at the Annual Meeting.

**Section B. Elections**

6. Directors: Voting Members will vote separately for each nominee to the Board of Directors. Nominees who receive a majority of the votes cast by Voting Members present at the Annual Meeting will be elected to the Board of Directors. Newly elected Board members shall attend the June Board meeting but not assume duties until July 1.
7. Officers: At the next meeting of the Board of Directors following each Annual Meeting, the Board of Directors shall elect from the Board of Directors the following officers: Chair, Vice Chair, Secretary, and Treasurer. Officers will be elected by majority vote. Newly elected officers will assume their new duties effective July 1.
8. Succession: Each officer and director of the Corporation shall serve until his or her successor has been duly elected and qualified, or until the earlier time of his or her death, resignation or removal.

**Article IV. Board of Directors**

**Section A.** The Board of Directors (the “Board of Directors” or “Board”) shall consist of between nine (9) and thirteen (13) members, as fixed from time to time by the Board of Directors. All directors shall serve a two-year term, approximately half of which will expire in alternate years. The Executive Director of the Twin Lakes Literacy Council will be an ex-officio member of the Board of Directors without the right to vote.

1. Responsibilities: The Board of Directors shall be charged with the direction of the Corporation, raising funds, providing publicity, selecting personnel, and any other activity to further the Corporation or its goals.
2. Meetings of the Board of Directors: The Board of Directors shall hold regular meetings on a schedule determined by the Board, but not less than six (6) meetings per year. Meetings also may be called by the Chair or four (4) members of the Board of Directors.

3. Meeting Notices: Notice of Board meetings shall be given to the directors not less than forty-eight (48) hours before the meeting, or on such shorter notice as the person or persons calling the meeting may deem necessary or appropriate in the circumstances. All meeting notices shall state the place, date and time of the meeting and the business to be conducted at the meeting. Meeting notices shall be sent by mail or electronic communication to the mailing or electronic address of each director on file with the Chair or the Secretary. Unless the directors present at the meeting unanimously agree to consider business items not stated in the meeting notice, only business stated in the meeting notice may be conducted at the meeting.
4. Quorum: A quorum for Board meetings shall consist of a majority of the directors. The act of the majority of the directors present at any Board meeting at which there is quorum will be the act of the Board of Directors. A quorum for committee meetings shall consist of the majority of the committee members. The act of the majority of the committee members present at any committee meeting at which there is a quorum will be the act of the committee. Ex-officio members of the Board or a committee will not be considered in determining whether a quorum exists for holding a meeting of the Board of Directors or a committee of the Board.
5. Remote Participation in Meetings: Directors may participate in Board meetings and committee meetings by conference call or other communications equipment that allows all persons participating in the meeting to hear each other. Any director participating in a meeting by conference call or other communications equipment shall be considered present at the meeting for purposes of determining the existence of a quorum and voting on business being acted on at the meeting.
6. Email Voting: Between scheduled Board meetings, the Board may allow an email vote on an issue. Proper documentation must be presented to all Board members for review, and the vote is to be completed within 48 hours from the time of notice. If discussion is deemed necessary, any one Board member may request a virtual or physical meeting.
7. Vacancies: Any vacancy, whether by death, resignation, removal, or an increase in the number of the Board members currently serving, occurring on the Board of Directors between Annual Meetings may be filled by a majority vote of the Board of Directors.

8. Removal: A director may be removed, with or without cause, by majority vote of a quorum of the directors present at a meeting called for the purpose of considering the removal of the director.
8. Term Limits: A director may serve five two-year consecutive terms. A director may continue for one additional year if three or more of the directors are leaving the Board in the same year. If a director should miss more than three consecutive meetings, the Board will send this director a Letter of Concern, followed by personal contact.

**Section B. Duties of the Officers**

1. The Chair: The Chair shall be the Chief Executive Officer of the Corporation, subject to the direction of the membership and the Board of Directors, and shall have general charge of the business affairs of the Corporation in its operations. The Chair, with any other officer duly authorized, may sign and execute in the name of the Corporation, contracts, agreements, or other instruments authorized. The Chair shall preside at all meetings of the Corporation and the Board of Directors, and, except as otherwise provided in the bylaws, shall appoint all leaders and members of committees.
2. Vice Chair: The Vice Chair, during the absence or disability of the Chair, shall exercise all functions of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. If the office of Chair should become vacant, the Vice Chair shall assume that office for the unexpired term. The Vice Chair shall have such other powers and duties as may be assigned to said person by the Chair.
3. Secretary: The Secretary shall keep a record of all the meetings of the Corporation and of the Board of Directors; shall keep a verified list of the Voting Members of the Corporation, with the assistance of the Executive Director; and shall issue all notices in accordance with the provisions of these bylaws.
4. Treasurer: The Treasurer shall have charge of and be responsible for the funds, securities, receipts, and disbursements of the Corporation; shall keep all books of account of the business and transactions of the Corporation; shall at every Board meeting present a statement of the financial condition of the Corporation and all its transactions; and annually submit a financial report pending audit to the members as soon as practicable. The books and accounts shall be audited annually with the audit report being presented to the Board for approval as soon as practicable.

5. Checks and Bonds: Any three officers of the Corporation shall be authorized to sign checks and drafts of the Corporation, two signatures being required. All officers of the Corporation are to be included in a blanket bond for the faithful discharge of their duties. The Corporation shall be responsible for the expense of the bond.
6. Indemnification of Directors: Subject to and to the full extent permitted by applicable law, the Corporation will indemnify and hold harmless the individual directors against any and all liability, including the costs of defense, that they incur as a result of any claim or proceeding filed against them in connection with their activities as a director of the Corporation. The Corporation shall procure and maintain directors' liability insurance sufficient to meet its indemnification obligations under this provision.

Section C: **Committees**

I. Standing Committees: The standing committees of the Board of Directors are the Executive Committee, the Nominating Committee, the Finance Committee, and the Strategic Planning Committees. The standing committees shall have the duties and responsibilities set forth in these bylaws. Except as otherwise provided in the bylaws, the Chair shall appoint annually from the Board of Directors the leaders and members of the standing committees.

A. Executive Committee: The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary, and the Treasurer. The Executive Committee shall have and may exercise all powers of the Board of Directors between Board meetings. The committee shall report to the Board at the next following Board meeting any action taken by the Executive Committee between Board meetings. The Executive Committee shall meet in closed session when called by the Chair or any Executive Committee member to discuss tentative or sensitive matters prior to bringing them to the full Board of Directors. The Executive Committee shall conduct an annual review of the Strategic Plan to evaluate the status of the goals and make recommendations as needed. If business is conducted electronically, the results of the deliberation will be documented and attached to the minutes of the next Board meeting. A quorum will consist of  $\frac{3}{4}$  of the members of the committee.

B. Nominating Committee: Each year the Nominating Committee will present to the Board a list of potential nominees for election to the Board at the Annual Meeting, including any current directors whose terms are expiring and who wish to stand for reelection. All nominees presented to the Board of Directors must be approved by the Board before being placed on the ballot for the Annual Meeting. The Board of Directors also shall consult the Nominating Committee prior to filling any vacancies occurring on the Board between Annual Meetings.

C. Finance Committee:

1. The Finance Committee shall be chaired by the Treasurer and have three members. The remaining two members will be appointed by the Chair from the Board of Directors. The Executive Director shall serve as an ex-officio member of the Finance Committee. The Finance Committee shall review the Corporation's annual budgets and make recommendations to the Board of Directors on the adoption of annual budgets. If business is conducted electronically, the results of the deliberation will be documented and attached to the minutes of the next Board meeting. A quorum will consist of a majority of the members of the committee.

2. The Finance Committee will review financial reports, audits, and budgets, and will present status reports to the Board of Directors to assist

the Board in performing its financial oversight function. The committee shall draft financial policies for Board approval and shall review policies on the handling of cash deposits and other funds, investments, insurance programs, purchasing policies and procedures, and other financial matters. The committee shall review proposals from the Executive Director and shall submit recommendations to the Board for action. Finally, the committee will authorize unusual expenditures up to \$250 that occur between Board meetings.

D. Strategic Planning Committee: The Strategic Planning Committee shall consist of at least three Board members. In coordination with the Finance Committee, the Strategic Planning Committee will review statistics, gather relevant information, evaluate agency needs, and make new strategic plans as needed for the future.

II. Other Committees: The Board of Directors, at its discretion, may establish other Board committees. These committees shall have the duties, responsibilities and duration determined by the Board of Directors. The Chair shall appoint from the Board of Directors the leaders and members of any additional committees authorized by the Board, unless otherwise determined by the Board.

## **Article V. Conflict of Interest Provision**

Section A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section C. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of

the federal Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section D. No loans shall be made by the Corporation for any reason at any time.

Section E. Signed Conflict of Interest Statements affirming compliance with the provisions stated in Sections A and B will be mandated annually for all members of the Board of Directors and the Executive Director.

**Article VI. Amendment of By-laws**

These bylaws may be amended by a two-thirds vote at any Annual Meeting or special meeting of the Voting Members of Twin Lakes Literacy Council. Proposed amendments must be presented in writing to the Voting Members of the Twin Lakes Literacy Council at least thirty (30) days prior to the meeting at which such vote is to be taken.

**Article VII. Dissolution**

Section A. The Corporation may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum or by a sole remaining director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section B. No part of the cash or assets of the Corporation shall inure to the benefit of any current or former director or officer, or current or former staff member.

*As amended and approved by the Voting Members via email vote (due to COVID-19 precautions) in May 2021.*