

LITERACY VOLUNTEERS WATERVILLE AREA AFFILIATE

BYLAWS

ARTICLE I – NAME

The name of the organization shall be Literacy Volunteers – Waterville Area Affiliate.

ARTICLE II – PURPOSE

Section 1 – The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)3 of the Internal Revenue Code.

Section 2 – The purpose of the organization shall be to promote and foster increased adult literacy in Waterville, Maine, and nearby areas. Services shall include, but not be limited to, training of adults to become certified tutors and free tutoring of adult non-readers, low-level readers, and adults for whom English is not their native language.

Section 3 – Basic to the philosophy of the organization is the belief that each person, student, and volunteer is of equal worth. The organization, as an affiliate of Literacy Volunteers-Maine, will recruit, train, supervise, and support volunteer tutors using professional teaching techniques promulgated by the parent organization.

Section 4 – This organization shall have no capital stock, its objective and purpose being solely of charitable, literary, and educational character and not for individual pecuniary gain or profit to its members. No part of the income or assets of this organization shall inure to the benefit of any private individual or member. This shall not prohibit payment to individuals for services received or assets purchased. It will receive, invest, and disburse funds and hold property for the purposes of the organization.

Section 4 – No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and no part of its activities shall consist of intervening (including the publishing and distributing of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

Section 1 – No person shall be denied membership or be discriminated against because of gender, race, color, nationality, ethnicity, religion, political belief, age, disability, veteran status, sexual orientation or family status.

Section 2 – Voting Membership: The voting membership shall consist of all volunteers with an address known to the organization and who have participated in the affiliate within the last five years.

Section 3 – Sustaining Membership: The sustaining membership shall consist of all persons, other than voting members, who have contributed in any way towards the objectives of the organization.

Section 4 – Active Membership: The active membership shall consist of all active students, tutors, and other volunteers participating in affiliate activities in the current program year.

ARTICLE IV – MEETING OF MEMBERSHIP

Section 1 – An annual meeting of members of the organization for the election of Board of Directors and Officers and transaction of such other business as properly may come before it shall be held at such place and time during the year as is set each year by the Board of Directors. Notice of the annual meeting shall be distributed via the Secretary to all members with an address known to the organization at least ten (10) days before the meeting.

Section 2 – Special meetings of the organization may be held at the call of the Board of Directors or of at least twenty-five (25) percent of active members of the organization. Members shall be notified of the meetings (and their purposes) through the newsletter or other written materials(s) at least ten (10) days before the date of the meeting.

Section 3 – Voting: Each voting member of the organization shall be entitled to one vote.

Section 4 – Quorum: Five (5) voting members of the organization shall constitute a quorum at any meeting of the organization. In the event that a quorum is not reached, the meeting will be rescheduled with notice sent to the membership in advance.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Duties: The property, routine affairs and management of the organization shall be vested in and controlled by the Board of Directors.

Section 2 – Number of Directors: The Board of Directors shall consist of up to twelve (12) Directors.

Section 3 – Election and Term of Directors: Directors shall be elected to serve two-year terms at the annual meeting of the members with a plurality of the votes cast. The Chair and Vice-Chair shall be selected from amongst the Directors in the following manner: The Vice-Chair shall be elected for a two-year term. At the end of the first year, a new Vice-Chair shall be elected and the current Vice-Chair will—unless removed in accordance with Article V, Section 7 of these bylaws—move up to the Chair position for the second year of his or her term.

Section 4 – Vacancies in Board of Directors: Board of Directors shall have power to fill vacancies in its own membership. Such new Directors shall hold office until the term of the vacancy has expired.

Section 5 – Quorum: At any meeting of the Board, one-third of elected Directors shall constitute a quorum. All questions shall be decided by a simple majority of directors present.

Section 6 – Meetings: The Board of Directors shall meet at least four times per year and at any other time specified by the Chair or the Board of Directors. The Chair shall preside at all meetings of the Board. The Vice-Chair shall act as Chair in the event of the Chair's absence or inability to act.

Section 7 – Removal: Any Director may be removed from office by a vote of two-thirds of the voting members of the organization present at any regular or special meeting of the organization. Further, any Director missing two unexcused board meetings in a fiscal year will be automatically removed from the Board. In the event of unusual circumstances, the Board may, at its discretion, vote to waive the automatic removal of the Director.

Section 8 – Conflict of Interest: Directors have an affirmative duty to inform the Board of any actual, potential or perceived conflicts of interest the Director may have. Upon such disclosure, the Board shall vote as to whether such conflict exists. In the event of a conflict, the involved director shall not vote on issues relating to the conflict.

ARTICLE VI – OFFICERS

Section 1 – Officers of the organization shall be the Treasurer and Secretary. These officers shall be elected by the voting membership at the Annual Meeting from among those individuals elected as Directors. No individual may serve as both an Officer and the Chair or Vice-Chair.

Section 2 – The Board of Directors shall have power at any time to fill vacancies among the officers, and officers elected to fill such vacancies shall serve until the next Annual Meeting of the members or until their successors are elected.

Section 3 – Duties of Officers: All officers shall attend regular board meetings and participate actively in the efforts of the organization. The Secretary shall ensure that appropriate notices are sent and agendas are prepared for all meetings of the Board and that minutes of all board meetings are recorded and distributed. The Treasurer shall prepare an annual budget for approval at the Annual Meeting. The Treasurer shall also update the Board on the organization's financial status at each board meeting and at other times as is necessary. Officers shall further fulfill job responsibilities set forth and described in the organization's Policy Manual as voted on and approved by the Board of Directors.

ARTICLE VII – PAID STAFF

The Board of Directors shall be responsible for appointing, compensating, evaluating, prescribing duties and terms of employment, and discharging paid staff members of the organization. The Board of Directors shall conduct an annual review of paid staff members.

ARTICLE VIII – COMMITTEES

Section 1 – Executive Committee:

- a. The Executive Committee shall consist of the Officers, the Chair and the Vice-Chair;
- b. The Executive Committee or Chair may appoint ad hoc committees as deemed necessary;
- c. The Executive Committee shall conduct the routine affairs of the organization as delegated by the Board of Directors, to include business not requiring policy changes, including supervision of volunteers and staff, and expenditures of funds up to a limit imposed by the Board of Directors. (A policy statement shall be on file specifying examples of items of business which the Executive Committee is empowered to conduct.)
- d. If two members of the Executive Committee feel that an issue should be referred to the Board of Directors, then that issue must be so referred.

Section 2 – Standing Committees: The Board of Directors may vote to establish committees to address specific issues. A member of the Board of Directors shall preside over each such committee. Committee membership may include members outside of the Board of Directors.

ARTICLE IX – DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X – AMMENDMENTS

Section 1 – These bylaws may be amended upon a two-thirds vote of the voting membership present and voting at any meeting of the organization provided a copy of the proposed amendments(s) shall have been mailed to each member of the organization at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XI – EFFECTIVE DATE

These bylaws and any amendments thereto shall become effective immediately upon adoption.

Revised February 12, 2009
Adopted March 12, 2009