

**LITERACY CENTER OF MILFORD, INC.**

**BY-LAWS**

REVISED March 2013

**ARTICLE I**

**NAME**

The name of this organization shall be The Literacy Center of Milford, Inc. The incorporation date of this organization is July 19, 1994.

**ARTICLE II**

**MISSION**

The mission of the Literacy Center of Milford is to provide services at no cost to any individual who wishes to learn the English language or enhance their reading, writing, speaking and math skills necessary to lead productive lives in our community.

**ARTICLE III**

**PURPOSE**

Section 1

The purpose of The Literacy Center is to provide an environment in which to teach basic reading, writing and math skills regardless of race, gender, or creed.

Section 2

The organization shall be non-sectarian, non-partisan, and non-profit. This organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an Organization which operates exclusively for educational purposes in accordance with the regulations and prohibitions described in Section 501(c) (3) of the Code.

**ARTICLE IV**

**MEMBERS**

The organization shall consist of a Board of Directors and an Executive Director.

Section 1

**Ad Hoc or Special Committees**

Ad hoc or special committees may be formed by the President, or the Executive Director in consultation with the President, who for each committee shall appoint a chair, determine its size, and appoint persons to it. At the next Board of Directors meeting following the formation of such a committee, the President shall advise the Board of the formation of the committee, its task and the names of its chair and members.

## ARTICLE V

### OFFICERS AND BOARD OF DIRECTORS

#### Section 1

The Board of Directors of the Literacy Center shall consist of no more than fourteen (14) members. Four (4) members of the Board shall also serve as officers. The officers of the organization are the President, Vice President, Secretary and Treasurer. The immediate Past President will serve as an ex-officio officer for the term of one year.

#### Section 2

##### Required Duties – Full Board

- . Establish policy
- . Hire and fire the Executive Director and any other paid employees who may work for the organization from time to time
- . Annually review the performance of the Executive Director
- . Set rates of compensation and benefits for the Executive Director and any other paid employees of the organization
- . Assist in securing adequate funding for the organization
- . Be responsible for and monitor finances
- . Select the organization's officers
- . Adopt key operating policies and procedures
- . Approve contracts as appropriate
- . Review at least annually, with the Executive Director, the long range plan of the organization.

##### Required Duties – Individual Board Members

- . Attend and actively participate in Board meetings and in fundraising and other promotional events.
- . Become knowledgeable about the organization
- . Contribute to meetings by expressing your point of view, making constructive suggestions and helping the Board make decisions that benefit those the organization serves
- . Serve on fundraisers as a committee member or a chair
- . Serve on any special committees or subcommittees as need by the organization
- . Solicit participation by other community members in fundraising and other promotional events
- . Assume leadership roles when asked
- . Promote the Literacy Center to the community, residents and other organizations to increase public awareness of the organization and its mission and programs
- . Keep the Executive Director informed about the needs and concerns of the community regarding literacy
- . Commit to an annual financial contribution to the organization of an amount commensurate with the member's financial ability

# ARTICLE VI

## NOMINATIONS AND ELECTIONS

### Section 1

Elections of Board members and officers shall be held as needed, as vacancies arise. The election of new Board members shall be for a two year term commencing on the date of election.

### Section 2

#### Nominating Committee

The President shall appoint a nominating Committee consisting of three (3) Board members and designate one to serve as chair. It will be the duty of this Committee to consider candidates for all vacant and expiring positions and to present candidates to the Board, as needed, at the next available meeting, whether a regular meeting or special meeting. Members of the Nominating Committee shall not be barred from nomination to an office, including self-nomination, as those positions become available. Nominations may also be made from the floor at any meeting at any time a vacancy needs to be filled. Notwithstanding the foregoing, it shall be the responsibility of the nominating Committee to properly investigate all candidates and nominees by acquiring and distributing to the Board the candidate's and nominee's curriculum vitae or resume as well as a written acknowledgment signed by the candidate or nominee that they have read and agree to adhere to these bylaws. The nominating Committee shall distribute the CV/resume and written acknowledgment via email to all Board members at least 72 hours prior to the meeting at which the candidate or nominee potential election is to be voted on by the Board.

### Section 3

#### Terms of Office

Board of Directors may serve a maximum of two (2) consecutive two (2) year terms. Any member of the Board who has served as such for four (4) consecutive years shall be ineligible to serve on the Board of Directors for a period of one (1) year immediately thereafter. However, Board membership may be extended for up to two (2) additional years following the election of such person to an officer's position. After that two (2) year term they shall be ineligible to serve as a Board member (director or officer) for a period of one (1) year immediately thereafter.

### Section 4

#### Resignation

Resignations must be submitted in writing to the President who shall immediately notify the chairperson of the nominating Committee of the vacancy.

### Section 5

#### Voting

All current members of the Board are eligible to vote in elections. A simple majority of a quorum of members of the Board shall determine the winner. In the event of multiple candidates for a position, there shall be a written vote taken. The vote shall be open unless a majority of a quorum of the members present elects to have a secret ballot. The President shall appoint two Board members to serve as tellers to distribute, collect and count the votes. The President will verify and announce the results of any secret ballot.

## **ARTICLE VII**

### **DUTIES**

#### Section 1

##### President

The President shall preside at all regular and special meetings of the Board of Directors. The President shall be an *ex officio* member of all committees except the Nominating Committee. The President shall have the authority to call special meetings of the Board and shall determine the order of business. The President shall work with the Treasurer and the Executive Director in establishing and reviewing the annual budget. The President shall perform other duties applicable to the office as prescribed by the most current revised edition of *Roberts Rules of Order*.

##### Vice President

The Vice President shall preside and perform the President's duties during the President's temporary absences. The Vice President shall review and maintain accurate copies of the current By Laws and shall compile and distribute an updated Board Manual to all board members at the beginning of their terms. The Vice President shall perform other duties applicable to the office as prescribed by the most current revised edition of *Roberts Rules of Order*.

##### Secretary

The Secretary shall keep accurate minutes of all Board meetings and provide typed minutes for each board member with a copy to be distributed to all Board members via email at least 72 hours prior to the next Board meeting at which the minutes are to be considered for approval. The Secretary shall then prepare a copy of the approved minutes to be kept for the permanent file. The Secretary shall keep an attendance record for all board members and shall perform such other duties applicable to the office as prescribed by the most current revised edition of *Roberts Rules of Order*.

##### Treasurer

The Treasurer shall be in charge of all monies received from any source and ensure that such monies are deposited as the Board directs. Fundraising chairs shall cause accurate records of income and expenses to be kept of the fundraising event and shall submit a report thereof within 30 days after the event. The Treasurer and Executive Director shall maintain the bank accounts, and the Treasurer shall submit a financial report for the Board's approval at each scheduled meeting, a copy of which report shall be distributed to all Board members via email at least 72 hours prior to the next Board meeting at which the financial report is to be considered for approval. The Treasurer shall chair the Budget Committee and direct the financial audit at the end of the fiscal year. The Treasurer shall perform such other duties applicable to the office as prescribed by the most current revised edition of *Roberts Rules of Order*.

Treasurer, president and exec director will create budget in September, submit to board for review. Discussion will be in October and vote in November.

##### Executive Director

The day-to-day administration and operation of The Literacy Center of Milford shall be managed by the Executive Director. The Executive Director shall provide a written report on the administrative and operational activities of the Center at each regular meeting, a copy of which shall be distributed to all Board members via email at least 72 hours prior to the regularly scheduled meeting.

## **ARTICLE VIII**

# MEETINGS

## Section 1

### Meetings

Regular meetings shall be held on such dates as determined from time to time by the Board of Directors, but in no event shall there be fewer than eight regular meetings in a calendar year.

Upon two consecutive unexcused absences from regular meetings by a Board member, the President shall contact the individual Board member to make inquiry as to the viability of their continued Board membership. In the event the member still desires to serve, but the President is uncertain as to the member's continued commitment to the organization, the President may, at the next regularly scheduled meeting of the Board, call the meeting into executive session to entertain a motion to remove the Board member for cause.

At least 72 hours prior to this next regular meeting, the President shall provide notice via email to the Board member that their membership is in jeopardy as a result of their failure to attend two consecutive regular Board meetings. That Board member shall be given the opportunity to offer their excuse for the two consecutive absences from regular Board meetings. Upon motion made, the Board members shall then decide whether the excuse constitutes good cause for non-attendance by a simple majority vote by a quorum of the members present. In the event the Board determines that both of the two consecutive absences were without good cause, the Board may then next entertain a motion for the member's removal for cause, which motion shall be determined by a simple majority vote by a quorum of the members present. All of the foregoing proceedings shall take place in executive session. Except in the event of an emergency or unforeseen circumstances, a Board member who cannot attend a regular meeting shall give notice by telephone or email to the President prior to the meeting as soon as reasonably possible.

The President shall have the authority to call special meetings of the Board, as he or she shall deem reasonably necessary. The purpose of the special meeting shall be stated in the call to the meeting which shall be sent to all members of the Board and the Executive Director by regular mail or email at least three (3) days prior to the meeting.

## Section 2

### Annual Meeting

The Annual Meeting shall be the January meeting at which time annual reports shall be presented to the Board and elections held for officer and Board positions. All reports to be considered and approved by the Board at the annual meeting shall be distributed to all Board members at least one (1) week prior to the meeting via email.

## Section 3

### Quorum

Except as provided for in Article XI concerning Dissolution, a majority of the members of the Board of Directors, exclusive of any vacancies, shall constitute a quorum for the transaction of business or for a vote at any regular or special meeting of the Board.

## Section 4

### Removal for Cause

A director or officer may be removed for cause upon motion made at any regular or special meeting by a simple majority vote of a quorum of the members present. However, the director or officer whose membership is in jeopardy shall be given notice by the President via email at least 72 hours prior to the regular or special meeting at which the motion is anticipated. Said notice shall include a general description of the reason that removal for cause is sought. The director or officer whose removal is sought shall be given the opportunity to be heard, should they so desire, at the regular or special meeting prior to motion for removal being put to a vote. All such proceedings shall take place in executive session.

## **ARTICLE IX** **PARLIAMENTARY AUTHORITY**

The rules contained in the then most current revised edition of *Roberts Rules of Order*, shall be followed at all Board meetings to the extent that such rules, where applicable, are not inconsistent with any provision of these By Laws.

## **ARTICLE X** **AMENDMENT OF BY LAWS**

These By Laws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of the members present provided there is a quorum and that the amendments have been submitted in writing to all Board members via email at least one (1) week prior thereto.

## **ARTICLE XI** **ORDER OF BUSINESS**

The President shall determine the order of business and shall provide an agenda at least 72 hours in advance of any regular or special meeting.

## **ARTICLE XII** **DISSOLUTION**

The Literacy Center of Milford may be dissolved by a two-thirds (2/3) vote of the Board. In the event of a vote to dissolve, such dissolution will take place within sixty days after the vote was taken. The funds remaining to the credit of the organization after payment of all bills and obligations would be disbursed by being contributed either to a successor organization or to an organization of compatible intent and holding a valid tax-exempt permit. Such a disbursement would be determined following a recommendation by the Board of Directors and carried by a simple majority of the Board. None of the assets will be distributed to any member, officer or Board of Director of the organization.