**LITERACY COUNCIL OF WESTERN ARKANSAS, INC**

Bylaws

May 1991

**Revision Adopted May 22, 2000**

**Revision Adopted June 24, 2013**

**Revision Adopted June 26, 2017**

**Revision Adopted June 22, 2020**

**Revision Adopted December 18, 2023**

Article I:  Name

The name of the organization shall be LITERACY COUNCIL OF WESTERN ARKANSAS, INC., hereinafter referred to as “Council”.

Article II:  Purpose

Section 1: The purpose for which the Council is organized is as follows:

1. To promote literacy and improve quality of life for adult learners in our community through basic education and personalized instruction.

1. To train tutors, trainers, literacy leaders and writers of materials for new adult readers and to provide in-service training for tutors on a regular basis.

1. To promote interest in the activities of the Council and to invite the cooperative efforts of concerned people in Sebastian County and other out-lying areas of Western Arkansas and Eastern Oklahoma.

1. To provide a variety of teaching sites in the target area for the convenience of pupils and tutors.

Article III: Membership

Section 1:  Membership in the Council shall be open to all persons willing to further its purposes.  There shall be four (4) classifications of membership:

1. Members of the Board of Directors—those who have paid the yearly dues and meet regularly to enact the business of the Council
2. Active Volunteer – those actively engaged in volunteer service within the current fiscal year.

1. Friends of the Council-- individuals who wish to support the Council with contributions and have paid the established membership dues for the current fiscal year.

1. Students – individuals who have received any services during the current fiscal year.

Section 2:  All members of the Board of Directors shall also be members in the Council under one or more of the above classifications. Prospective board members shall submit an application for membership to the Governance Committee for consideration. This committee shall recommend members for approval by the Board.

Section 3:  Each member shall be entitled to vote at annual and special meetings of the Council.

Article IV:  Officers & Directors

Section 1:

a. The officers of the Council shall be President, Vice-president, Secretary and Treasurer.  All officers shall be elected at the annual meeting in May/June and shall assume office in July of that year.  During the term of their office, they will serve as members of the Board of Directors.  All officers shall be elected to a term of one (1) year and shall be eligible for re-election.

1. The President, Vice-president, Secretary, and Treasurer shall constitute the executive committee of the Council.

1. Any vacancy on the executive committee will be filled by the Board of Directors from among the membership of the Council to serve until the next annual meeting or until expiration of the original term.

Section 2:

a. In addition to the officers of the Council, there shall be not fewer than eight (8) or more than eighteen (18) directors.  The directors together with the officers shall constitute the Board of Directors.

1. The members of the board shall be elected by the membership of the Council-at-large at the annual meeting of the year in which the terms expire.

1. Directors shall serve for terms of three years each.  The terms shall be staggered so that one-third of the terms expire each year.  Directors may be elected for no more than two successive three-year terms of office.  At least one year must elapse before a member can be re-elected to the Board.  Length of service for directors past two successive three-year terms and without the one year waiting period may be extended in unusual circumstances with a two-thirds majority vote of those Directors present.  Notice of the intent to extend must be provided at least one month prior to the vote.

1. Directors may be removed from the Board for cause by a vote of a majority of the directors.

1. Any vacancy on the Board may be filled by the Board of Directors from among the membership of the Council to serve until the next annual meeting,
2. Any member of the Board of Directors who is unable to attend a board meeting shall provide verbal or written communication of the reason for the absence directly to the board president or secretary prior to the meeting time.
3. In the event that a board member is absent from three (3) consecutive Board meetings without appropriate notice, their resignation is deemed to have been tendered and accepted, at which time they will be invited to transition to the status of a "Friend of the Literacy Council."

Section 3:  No member of the Board of Directors shall be personally liable to the creditors of the Council for any indebtedness or liability.  Any and all creditors shall look only to the assets of the Council for payment.

Section 4:  The directors shall receive no compensation except for special activities approved by the Board.

Section 5:  A simple majority of the current Board of Directors, including the officers, must be present at any regular or called Board meeting to constitute a quorum and a simple majority of the quorum may take action.

ARTICLE V:  Duties of Officers and Directors

Section 1:  The control of the Council, its affairs and property, shall be vested in the Board of Directors.  The Board of directors shall be responsible for the administration and coordination of Council programs which include the hiring of the Executive Director.

Section 2:  The President of the Council shall have general supervision over the business of the Council subject to the order and approval of the Board of Directors.  The President shall appoint the chairpersons and serve as an ex-officio member of all committees except the nominating committee.

Section 3:  The Vice-president shall assume the duties of the President in the absence of the President.  The Vice-president shall work closely with the President and shall assist the President with all activities and programs of the organization.

Section 4:  The Secretary shall: 1) keep or cause to be kept an accurate record of all proceedings and meetings of the Board of Directors and executive committee and 2) be responsible for overseeing election procedures.

Section 5:  The Treasurer shall supervise and be responsible for the control of all funds of the Council and shall arrange for an annual audit of the books of the Council.  The Treasurer shall also be responsible to ensure that all necessary and required IRS and Social Security forms and reports are completed and submitted in a timely manner.  A financial report shall be made at each regular Board meeting, at the annual meeting and upon request of the President.  A suitable bond in an amount determined by the Board of Directors shall be provided by the Council.

ARTICLE VI:  Meetings

Section 1:  A minimum of one meeting of the entire membership, which will be designated the Annual Meeting, shall be held during each fiscal year.  The Annual Meeting shall be held in May or June.

Section 2:  Special membership meetings may be called by the President, by a majority vote of the Board, or upon written request by at least fifteen (15) members of the Council.

Section 3:  The Board of Directors shall meet monthly andas necessary on call of the President.

Section 4:  Notice shall be mailed or electronically communicated to all members at least fourteen (14) days prior to the annual meeting.  Minutes from the previous meeting and a current financial statement shall be made available by the Council to any member.  The availability of these documents will be stated on the Notice.

Section 5:  Action may be taken at any annual or special meeting of the Council by a simple majority vote of those members present and voting.

ARTICLE VII:  Committees

Section 1:  All members of the board shall serve on at least one committee.

Section 2:  The President shall appoint chairpersons of all committees as designated by the Board of Directors with the exception of the nominating committee~~.~~

Section 3: A nominating committee for the purpose of nominating new officers for the Board of Directors will be comprised of a member from each committee. They will select one of their members to serve as chair. They will present a slate of officers to the Board no later than the April meeting, to be voted on at the annual meeting.

ARTICLE VIII:  Finance

Section 1:  The fiscal year of the Council shall be from July 1 through June 30.

Section 2:  The amount of dues shall be determined by the Board of Directors and shall be paid at the beginning of each fiscal year.

Section 3:  Contributions or donations designated for specific purposes will be expended for that purpose.  All other funds will be expended as the Board of Directors determines.

ARTICLE IX: Advisory Board

A board of community leaders may be appointed, with approval of the Board of Directors, to serve in an advisory capacity to the Council.

ARTICLE X:  Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are consistent with these bylaws or any special rules of order which the Council may adopt. The President may appoint a member to serve as Parliamentarian.

ARTICLE XI: Amendments of bylaws

These bylaws may be amended by a two-thirds vote of members present at the annual meeting or any special meeting of the membership of the Council.  Proposed amendments must be presented in writing to the membership fourteen (14) days prior to the meeting at which such a vote is to be taken.

ARTICLE XII:  Dissolution

In the event of the dissolution of the Literacy Council of Western Arkansas, Inc., the assets remaining after satisfying all debts will be distributed according and by the desires of the Board of Directors with the requirement that the assets be given to another non-profit agency.  It is also expected that the receiving non-profit agency be engaged in the betterment of adult literacy students.

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President Date

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Secretary Date