

BY-LAWS

JACKSONVILLE LITERACY COUNCIL, INC.
(adopted August 1992, amended February 2010)

ARTICLE I NAME

The name of this organization shall be THE JACKSONVILLE LITERACY COUNCIL, INC.

ARTICLE II BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of at least ten (10) members who have a special interest in or knowledge of literacy problems.

Section 2. Term of Office. Board members shall serve a term of two (2) years, with one-half the members returning each year. Board members may serve multiple terms.

Section 3. Election of Board Members. The Nominating/Personnel Committee shall present at the annual meeting a slate of board members to be elected as officers. Additional nominations shall be permitted from the floor, prior to the election, providing prior permission has been received from the nominee to submit his/her name.

Section 4. Filling Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the members from a list submitted by the Nominating/Personnel Committee. Persons filling an unexpired term shall serve until the expiration of the original term.

Section 5. Attendance. Members of the Board of Directors may have no more than three (3) consecutive absences in a calendar year in order to continue Board membership.

ARTICLE III EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee consisting of the officers and one other member of the Board of Directors elected by the Board. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of Texas or resolutions of the Board of Directors may impose. The Executive Committee shall not amend the By-Laws, authorize expenditures in excess of funds on hand or adopt any policy change not previously authorized by the Board of Directors.

Section 2. The president shall serve as chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.

Section 3. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

ARTICLE IV OTHER COMMITTEES

Section 1. The Executive Committee and board members shall appoint committees and task forces when needed to conduct business for the Literacy Council program. The committees may include any or all of the following work areas, and may be either temporary or long standing committee assignments.

A. Finance/Fund Raising – This committee shall be composed of a chairperson, the Treasurer and at least three (3) other members appointed by the Council Chairperson. It shall be the duties of this committee to: prepare a budget and present it to the Executive Committee prior to the annual meeting; develop funding sources; and, organize funding campaigns.

B. Nominating/Personnel – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. The responsibilities of this committee are to: prepare a slate of officers and board members for election; develop and review personnel policies; contact each Board member prior to the completion of their two-year term, and recommend hiring and/or releasing of paid staff.

C. Newsletter – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. Its duties shall be to oversee the printing and mailing of the newsletter.

D. Public Relations – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. It shall be the duties of this committee to: disseminate information on services of the Jacksonville Literacy Council, contact media to promote the cause of literacy and get coverage of literacy events, place advertisements and recruit students and tutors.

E. Training – This committee shall be composed of a chairperson and other persons who have training experience. The responsibilities of this committee are to: provide training for tutors, counselors and trainers and plan and evaluate workshops.

F. Tutor Support – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. Its duties shall be to plan and schedule regular tutor gatherings and any tutor appreciation event. This shall include registration, refreshments and room set-up.

G. Student Support – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. The responsibilities of this committee are to plan and schedule regular new reader support meetings and any other special student recognition events. This will include registration, refreshments and room set-up.

H. Arrangements – This committee shall be composed of a chairperson and other members appointed by the Council Chairperson. It shall be the duties of this committee to work with the Training Committee to make the arrangements for workshops, including hospitality, registration, refreshments and room set-up.

Section 2. All committees shall report to the Executive committee and board members about their work areas, and exercise only the authority to conduct business that is delegated to them by the Literacy Council.

ARTICLE V VACANCIES

Section 1. All vacancies of the Board of Directors, whether caused by failure to elect, resignation, and death or otherwise, may be filled by the remaining directors, even though less than a quorum, at any stated or special meeting.

Section 2. All vacancies in the Executive Committee, whether caused by failure to elect, resignation, death or otherwise, may be filled by the Board of Directors at any stated or special meeting.

Section 3. In case there is a vacancy in any office of the corporation, whether caused by failure to elect, death, resignation or otherwise, such vacancy may be filled by the Board of Directors at any regular or special meeting. Such officers so elected to fill vacancies shall serve until the next annual meeting and until their successors are elected and qualify.

ARTICLE VI PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised Edition shall govern the Jacksonville Literacy Council in all cases to which they are applicable and in which they are not inconsistent with these by-laws, and/or any special orders the Jacksonville Literacy Council may adopt.

ARTICLE VII DISSOLUTION

This organization may be dissolved by a two-thirds (2/3) vote of the Board of Directors at a duly called meeting. Upon dissolution of the corporation or winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Service Code and its regulations as they now exist or as they hereafter may be amended.

ARTICLE VIII AMENDMENT OF BY-LAWS

Section 1. Amending the By-Laws. These by-laws may be amended at any duly called meeting of the Board of Directors by a two-thirds (2/3) vote if a written copy of the proposed amendment is sent to all voting members at least thirty (30) days prior to such meeting, or by four-fifths (4/5) vote if no previous notice is given.

Section 2. Submitting an Amendment. Any voting member may submit an amendment signed by at least three (3) other voting members to the Board of Directors, at least thirty (30) days prior to the next Board meeting.