

BYLAWS OF THE
LITERACY COUNCIL OF SCIOTO COUNTY
Amended 28 August 2007

ARTICLE I: ORGANIZATION

Section 1. Name. The name of the organization shall be the Literacy Council of Scioto County, herein referred to as the Council or as LCSC.

ARTICLE II: DEFINING AND INTERPRETING THE BYLAWS

In these Bylaws, the following words have these meanings:

- a. *Board* refers to the Board of Trustees of LCSC.
- b. *Director* refers to the LCSC Director, the sole paid employee of LCSC.
- c. *Trustee* refers to a member of the Board of Trustees.
- d. *Members* are those organizations, committees, etc., which choose to receive services offered by LCSC.
- e. *Literacy Service Providers* refers to agencies and institutions that provide literacy services, including, but not limited to, schools; libraries; adult education, health education, parent education, early childhood education, and adult tutoring programs

ARTICLE III: NATURE AND PURPOSES OF THE ORGANIZATION

Section 1. Vision. The vision of the Literacy Council of Scioto County is to create a community in which each individual has attained a level of literacy skills needed to succeed.

Section 2. Mission Statement. The Literacy Council of Scioto County is a grassroots non profit organization that fosters and supports community literacy efforts. Its primary goal is to serve as the catalyst to improve the communication and collaboration efforts of literacy service providers in Scioto County.

Section 3. Intention. It is intended that this corporation shall only engage in those activities that are within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The corporation shall be organized and shall be operated exclusively for charitable and educational purposes. No part of the net earning of the corporation shall ensure to the financial benefit of any of the corporation members, or any other individual, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Dissolution of Corporation. Upon the dissolution of the corporation, the assets of the corporation shall be distributed to a private, non-profit corporation that is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of

1954 or corresponding section of any prior or future law, selection of which corporation may be designated prior to dissolution.

Section 3. Fiscal Year. The fiscal year of this organization will be January 1 to December 31st.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Elections and Tenure. The business of this organization shall be managed by a Board of Trustees consisting of twelve (12) at-large members. Trustees will be elected each year during the November Board of Trustees meeting. Elected Trustees shall serve for a term of three (3) years. Terms shall be staggered so that four (4) Trustees will be replaced each year. A slate of possible Board members shall be made known to the present Board fourteen (14) days in advance of the election by the nominating committee. An application to become a Board Trustee must be received by the nominating committee twenty-one (21) days prior to the election.

Section 2. Quorum and Voting. Fifty percent (50%) of the members of the Board of Trustees shall constitute a quorum. Each Trustee shall have one vote, and such voting may not be done by proxy. The Board of Trustees may make such rules and regulations governing its meetings as it may in its discretion determine necessary.

Section 3. Vacancies. If a Trustee must step down before completing a full term, the vacancy shall be filled by a vote of the majority of the remaining members of the Board of Trustees. The new Trustee will service the balance of the previous term.

Section 4. Removal. A Trustee who misses three (3) consecutive Board meetings without a valid excuse may be replaced or asked to resign. Any evidence of misfeasance or malfeasance will result in removal.

ARTICLE V: DUTIES OF THE TRUSTEES

Section 1. Attendance. Members of the Board of Trustees are responsible for attending each regular meeting of the Board. If a board member is unable to attend any meeting, notice should be given to another board member prior to the meeting.

Section 2. Salaries. The Board of Trustee shall hire and fix the compensation of the Director. This is the sole salaried position funded by LCSC.

Section 3. Supervision of the Director. Supervision of the Director will be in accordance with the Personnel Policy approved by the Board. The Board shall perform an annual review of the Director. The Board has the right to dismiss the Director.

ARTICLE VI: OFFICERS

Section 1. Officers. Officers shall be elected by the Board of Trustees and shall include a President, Vice-President, Secretary and Treasurer. Election of both Members and Officers will occur each November during the regular meeting of the Board of Trustees. Terms will run January 1 to December 31.

Section 2. Vacancies. Each Officer shall hold office until his or her successor takes office. Any Officer may resign by written notice to the Board of Trustees. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Trustees.

Section 3. President. The President shall preside at all business meetings. At each November Meeting (Annual Meeting), the President shall present an annual report of the work of the organization. The President shall appoint all committees, temporary or permanent. The President shall perform such duties that are usually incumbent upon that office and such as may be directed by resolution of the Board of Trustees.

Section 4. Vice-President. In absence or inability of the President to fulfill the assigned duties, the Vice-President shall become Acting President of the organization with all the rights, privileges and powers as that of a duly elected President, including such duties as may be conferred on him or her by the Board of Trustees.

Section 5. Secretary. The Secretary shall keep the minutes and records of the organization in appropriate books. The Secretary shall file any certificate required by a statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the LCSC records. The Secretary may be one of the Officers required to sign the checks and drafts of the organization. The Secretary shall submit to the Board of Trustees any communication addressed to the Secretary of LCSC. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 6. Treasurer. The Treasurer shall have the care and custody of all monies belonging to the organization. The Treasurer shall deposit the funds of the organization in such depositories designated by the Board of Trustees. The Treasurer must be one of the Officers who shall sign checks or drafts of the organization. The Treasurer shall render at stated periods as the Board of Trustees shall determine a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the Board of Trustees of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

Section 7. Compensation. Officers shall not receive salary or compensation for their service to the Board, but nothing herein shall be construed to prevent an Officer or

Trustee for receiving any compensation from the organization for duties other than as an Officer or Trustee.

ARTICLE VII: COMMITTEES

All committees will be appointed by the President of the Board of Trustees as standing committees or ad hoc committees for a specified period of time as needed.

ARTICLE VIII: MEMBERSHIP

Section 1. Members. Any person or entity interested in furthering the vision and mission of the LCSC and any person or entity that chooses to receive services offered by the LCSC could be considered a Member.

Section 2. Dues. At this time, no dues are required for LCSC membership. If the Board determines that dues are needed for the continued operation of LCSC, the Board will alter membership requirements accordingly.

ARTICLE IX: AMENDMENTS

Section 1. Bylaw Amendment. These Bylaws will go into effect as soon as the LCSC Board of Trustees votes to accept them. The Bylaws may be altered, amended, repealed or added to by an affirmative vote of the not less than fifty percent (50%) of the Trustees present at a Board meeting.

Amended Per 8/28/07 Board Meeting
Amended Per 9/25/07 Board Meeting