

# VALENCIA COUNTY LITERACY COUNCIL BYLAWS

Adopted July 30<sup>th</sup>, 1987

Revised and Approved May 1999, November 200, June 2009, and February 2015

## ARTICLE I – NAME

The name of organization shall be Valencia County Literacy Council, Inc.

## ARTICLE II – PURPOSE

Section 1 – The purpose of the organization shall be to promote and foster increased literacy in Valencia County and contiguous areas primarily through volunteer tutoring of Basic Reading and English as a Second Language and to encourage and aid individuals, groups, or organizations desiring to increase literacy through volunteer programs.

Section 2 – Basic to the philosophy of the organization is the concept that each person, prospective student, and volunteer is of equal worth. The organization as an affiliate of ProLiteracy and of the New Mexico Coalition for Literacy will recruit, train, supervise, and support volunteer tutors using the professional teaching techniques approved by ProLiteracy.

Section 3 – This organization shall have no capital stock other than in an endowment fund established for the purpose of furthering literacy in Valencia County, its objective and purpose being solely of a 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 in behalf of any candidate for public office.

## ARTICLE III – MEMBERSHIP

Section 1 - No person shall be denied membership on the Board of Directors because of sex, race, color, nationality, religion, political belief, age or disability.

Section 2 – Voting Membership The voting membership shall consist of the general Board of Directors.

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 – All voting members of the Board of Directors shall act as public relations agents of the Council in the Valencia County community. Sustaining members of the Council shall be encouraged to participate in committee work and activities of the Council.

#### ARTICLE IV – MEETING OF MEMBERSHIP

Section 1- An annual meeting of members of the Board of Directors for the election of directors (and officers, if appropriate) 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 directors. Notice of the annual meeting shall be sent out by the Executive Director to all members at least 30 days before the date of the meeting.

Section 2 – The President and Executive Committee or the Board may arrange for any special meeting of the Board of Directors. Such meeting may be held at the call of a two-thirds majority of the Board. At least ten (10) days before the date of the meeting, under the instructions of the president or vice-president, the secretary or appointed staff member shall notify all members of the Board. The notices shall contain the purpose or purposes of the meeting.

Section 3- Voting: Each member of the Board of Directors shall be entitled to one vote. The majority shall rule unless otherwise specified in the by-laws. A vote by e-mail shall be acceptable under the following procedure: a ballot will be sent to the voting membership by the chair or the Executive Director at the direction of the chair stating exactly what is to be voted on. The subject line will contain the term "ballot" and, the ballot will indicate to whom it is to be returned and the deadline. The designated recipient will then tabulate the votes and announce the result after the deadline.

Section 4 – Quorum: Five (5) members of the Board of Directors shall constitute a quorum at any meeting of the Board with a minimum of three Executive Committee members present.

#### ARTICLE V BOARD DEVELOPMENT

Any member of the organization at any meeting may nominate candidates for members of the Board of Directors and officers of the Board of Directors. Nominees should not be asked to serve until the board has discussed the nomination.

## ARTICLE VI – BOARD OF DIRECTORS

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

Section 2 – Number of Directors: The Board of Directors shall consist of not fewer than 9 elected directors or more than 17 elected directors. The standing directors shall be the immediate Past President of Board of Directors of the Valencia County Literacy Council and the Manager of Adult Education at the UNM-Valencia Campus, or designated representative.

Section 3 - Election and Term of Directors: New directors shall be elected at the annual meeting of the members by a plurality of the votes cast. If a director should miss two consecutive board meetings without just cause, members will decide whether that director shall be replaced.

Section 4 -Vacancies in Board of Directors: The Board of Directors shall have power to fill vacancies in its own membership. Such new director shall hold office until the annual meeting of the member of the Board of Directors.

Section 5 – Meetings: The Board of Directors shall meet at least four times per year and at any other time specified by the President or Board of Directors.

## ARTICLE VII- OFFICERS

Section 1 – Officers of the Board of Directors shall be a president, vice-president, a treasurer, a secretary, immediate past president, and such other officers as the member may designate. These officers, except for the immediate past president, shall be elected by the voting membership at the annual meeting. All officers may be elected to succeed themselves. All officers shall be members of the Board of Directors.

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

Section 3 – Any officer may be removed from office by a majority or the full membership at any regular or special meeting.

### Section 4 – Duties of Officers:

- a. President – The president shall preside at all meetings of the membership of the Board of Directors and the Executive Committee; shall have general charge of the affairs of the Board of Directors, subject to the authority of the Board of Directors and Executive Committee; shall appoint all committee chair-persons except Executive.

- b. Vice President – The vice president shall have such power as may be specifically assigned by the Board of Directors, shall assist the president in coordinating committee activities, and shall act as president in event of the president’s absence.
- c. Secretary – The secretary shall keep and maintain the minutes of the meetings of the Board of Directors and the membership, and shall perform whatever duties specifically assigned by Board of Directors.
- d. Treasurer- The treasurer shall provide oversight on all monies spent by the organization. The Executive Director shall receive all monies of the organization and have custody thereof; shall deposit funds of the organization in one or more banks selected by the Board of Directors, to be dispersed in accordance with the directions of, and upon the signatures of the person designated by the Board of Directors; shall keep a full account of all monies received and paid out; and shall make such reports thereof to the president and Board of Directors as they may require; shall receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the organization, and shall place them in a secure place in the Valencia County Literacy office; shall keep full accounts all deeds, securities, notes, and financial papers of the organization, and shall make reports thereof to the president and Board of Directors as they require. The treasurer, in addition to overseeing these processes, shall sign such papers as may be required by this office or as may be incidental to the office. The Board of Directors may require bonding in order to insure the financial integrity of the organization.
- e. Immediate Past President – The Immediate past President shall serve as a consultant to the Board of Directors and the Executive Committee to assist in carrying through established activities and procedures in order to provide a smooth transition from one administration to the next. He/she shall perform such duties as may be implied or specified in these bylaws or as may be assigned by the Executive Committee or by the Board of Directors. Inasmuch as this is not an elected position, if the immediate past president cannot serve for good reason, this office will remain vacant until the next immediate past president can fill the position.

## ARTICLE VIII – PAID STAFF

Section 1 The Executive Director shall be an ex-officio, non-voting member of the board.

Section 2 – Procedures for hiring and supervising the Executive Director shall be found in the VCLC Personnel Policies.

Section 3 – The Executive Director is an authorized agent of the NMCL and as such he/she is empowered to sign any and all of the foregoing documents which are specifically delegated herein or as delegated by the President or an officer.

Section 4 – A sustaining member, such as an educational institution, may elect to

furnish a paid staff member or members. In such cases, the sustaining member will be responsible for the fixed compensation and evaluation of said staff member or members. Duties shall be assigned on the basis of original terms of employment and the needs of the Valencia County Literacy Council. It is desirable that the Executive Committee, or at least one member thereof, be involved in the search for such paid staff member or members and may be permitted to furnish input for evaluation insofar as matters pertaining to the literacy council are concerned. The value of time furnished by said staff member or members shall be considered an "In-Kind" contribution by the sustaining member and accounting records will reflect such contributions in the annual financial statement of the council.

#### ARTICLE IX – COMMITTEES

Section 1 – There shall be an Executive Committee consisting of standing and elected officers of the Board of Directors;

The Executive Committee shall have all the powers of the Board of Directors during intervals between Board meetings, subject always to ratification by the Board of Directors.

Section 2 – Any other committees may be appointed by the president or the board as needed. With the exception of the executive committee, committees may consist of members and non-members with expertise to assist the work of a committee. The Executive Director and Board President shall be ex-officio members of all committees. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors, but all committee members must be contacted and allowed to participate in rule setting prior to committee work proceeding.

#### ARTICLE X – DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the local affiliate organization or the event it shall cease to carry out the objective and purposes herein set forth, all the business property, and assets of the organization shall be distributed to ProLiteracy or to such similar non-profit charitable organization or organizations as may be selected by the Board of Directors of the local affiliate and which is or are tax exempt organizations pursuant to section 501(c)3 of the Internal Revenue Code, so that business properties and assets of the organization shall in such event be used for and devoted to the purpose of promoting literacy and in no event shall any property or assets in the event of such dissolution go to or be distributed to members either for the reimbursement of any sums subscribed, donated, or contributed by such members or for other such purpose, it being the intent that in the dissolution of the organization, or upon its ceasing to carry out the objectives and purposes set forth, the property assets then owned by the organization shall be devoted to carrying on the function and purposes of such non-profit ProLiteracy affiliates as the Board of Directors shall determine and direct.

## ARTICLE XI – USE OF THE NAME

The words “ProLiteracy” shall not remain in a part of the affiliate member organization’s name if there ceases to be an affiliation between this organization and ProLiteracy. Upon written request of ProLiteracy, the officers, directors, and members of the affiliate member organization shall take all necessary measures to execute and file all necessary documents to change the organization’s name so as to omit the words “ProLiteracy.”

## ARTICLE XII –INDEMNIFICATION

Section 1- All officers and directors or other appointed representative of the Valencia County Literacy Council, Inc., shall be indemnified and their liability shall be limited to the fullest extent authorized by New Mexico laws, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties.

## ARTICLE XIII- AMENDMENT

Section 1 – These bylaws may be amended upon two-thirds majority of the members of the Board of Directors present and voting at any meeting of the organization provided a copy of the proposed amendment shall have been sent to each voting member of the organization at least 30 days before the date of the meeting at which the proposed amendment is to be acted upon.

Section 2 – Amendments adopted by this affiliate member organization shall be consistent with national bylaws of ProLiteracy, unless approved by ProLiteracy.

## ARTICLE XIV- EFFECTIVE DATE

These bylaws shall become effective immediately upon adoption by a quorum of the members of the organization present and voting.