

Bylaws

Sample bylaws

In order that all members of the group understand the rules under which they are working, have the ability to change those rules, and to avoid future problems, it is suggested that bylaws be adopted. Review the bylaws annually and amend as necessary.

Article I

Name

The name of this organization is _____.

Article II

Purpose

The purposes for which the program is organized are

Section 1

To recruit and tutor English speaking and/or non-English speaking adults needing improvement in speaking, reading, and writing skills.

Section 2

To train and provide refresher training for tutors, trainers, and leaders.

Section 3

To promote interest and cooperative efforts of the citizens of the area in the activities of the literacy program.

Section 4

To work cooperatively with other literacy projects in the community and in the state of Oklahoma.

Article III

Membership

Section 1

Members shall be officers and directors of the program, all persons trained in literacy workshops, and all persons who work in an advisory or supportive capacity. Membership dues shall be \$ ____ per year (or on a sliding scale to provide for organizational memberships, supporting memberships, etc.).

Section 2

No person shall be denied membership in the organization on the basis of race, color, sex, age, nationality, or physical handicap.

Article IV

Governance

Section 1—Board of Directors

The officers of the program shall be a Board of Directors consisting of members who shall be elected for a three year period, with one third standing for election each year. The Board shall have general direction over the affairs of the program and shall be responsible for carrying out its policies.

Section 2—Executive Committee

The Executive Committee shall be the President, Vice-President, Secretary, Treasurer, and the Immediate Past President. They shall serve a term of _____ year(s).

Section 3—Vacancies

Vacancies in the unexpired terms of Board members with more than four months remaining in the term shall be filled by Executive Committee appointment after advance notice to the Board of Directors.

Article V

Officers

Each officer shall be responsible for the keeping of records, conducting correspondence, and supervising committees that fall under the direct duties of that office in addition to those responsibilities below. All officers must be members of the program.

Duties of Officers

The specific duties of each office shall be

President: Shall serve as Chairman of the Board of Directors and the Executive Committee. Shall preside at all Board, annual, and special meetings. Shall give leadership in developing and implementing the annual objectives and management of the program. Shall appoint chairpersons subject to the approval of the Board. Shall serve as an ex-officio member of all committees except the Nominating Committee.

Vice President: Shall assume the duties of the President upon the President's request or absence. Shall perform special duties assigned by the Board.

Secretary: Shall be responsible for the maintenance and distribution of minutes of all meetings. Shall handle all official correspondence of the program. Shall send notices of all meetings and ensure that the program operates in accordance with Oklahoma's Open Meetings/Open Records Act, if required (see page 23 for more information).

Treasurer: Shall collect all contributions, fees, and monies for workshop material. Shall keep accurate record of all receipts and disbursements. Shall pay bills by check promptly following receipt of voucher approved by the President. Shall render statements at board and annual meetings. Shall prepare and send to the Oklahoma Tax Commission and/or Internal Revenue Service and/or United Way, and/or any other group requiring accounting information any forms the program is required to file. Shall order all books and supplies needed for training sessions in the absence of a supplies chairman.

Article VI

Committees

Section 1—Committee Chairpersons

Shall be appointed by the President with the approval of the Executive Committee to carry out the activities of the organization.

Section 2—Committee Members

Shall be appointed by the President after consultation with the Chairperson, and after solicitation with members about their preferences for service.

Section 3—Committee Meetings

Will be called by the Chairpersons as necessary, to conduct the business for which the committees were established. At least two weeks notice for committee meetings should be provided.

Section 4—Types of Committees

Executive Committee: The officers and immediate past president will comprise the Executive Committee. They will guide the direction of the organization and approve committee chairperson selection.

Nominating Committee: Three persons shall be selected to be a nominating committee. They shall choose their own chairperson. They will solicit names for directors of the council and officers, and upon agreement from the nominees, offer a slate of candidates to the members to be voted upon at the annual meeting.

Other committees: These shall be appointed as needed and may include committees for membership, program, audit, fund raising, etc.

Article VII

Meetings

Section 1—Board Meetings

The Board of Directors shall meet at least quarterly at the call of the President or when requested by a majority vote of the board members.

Section 2—Annual Meetings

Each annual meeting of the Program shall be held during the month of _____, yearly, with the date and place to be determined by the board and announced to the membership at least 30 days before the meeting.

Section 3— Special Meetings

Other meetings of the board of directors may be called by the President or any three directors.

Section 4— Quorum

A quorum for the transaction of business at regular or special meetings shall equal the majority of the membership of the board.

Article VIII

Financial Matters

Section 1—Funding

Funds for the support of the program may be secured from contributions, donations, workshop registration fees, sale of books and materials, membership dues, grants, foundations, fund raising events and other approved sources.

Section 2—Fiscal Year

The fiscal year of the Program shall be from January 1 through December 31.

Article IX

Parliamentary Authority

The program shall be governed in its meetings by parliamentary law as contained in *Robert's Rules of Order, Revised*.

Article X

Amendments

The bylaws may be amended by a two thirds vote of those members present at a membership meeting given with the call to meeting at least seven days prior to the meeting provided that the proposed amendment(s) have been recommended by the board.

Article XI

Dissolution

In the event of the dissolution of the program, all assets shall be transferred to (the local library, the Oklahoma Literacy Coalition, or other organization of choice).

Article XII

Indemnification

Section 1—Indemnification

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to a proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was director, advisor, officer, employee, or agent of the corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation.

Section 2—Authorization of Indemnification

Any indemnification shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, advisor, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or if such quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or by the members.

Section 3—Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director, advisor, officer, employee, or agent of the corporation.