

B Y - L A W S

LITERACY VOLUNTEERS OF AMERICA, LEE COUNTY, FL, INC.

ARTICLE I - NAME

The name of the organization shall be LITERACY VOLUNTEERS OF LEE COUNTY, FL, INC. (LVLC)

ARTICLE II - PURPOSE

Section 1 - The purpose of the organization shall be to promote and foster increased adult literacy in Lee County, Florida, and neighboring areas through volunteer teaching of, and aid to, the illiterate and semi-literate and to encourage and aid individuals, groups and organizations desiring to increase literacy through voluntary programs.

Section 2 - The organization can receive, invest and disburse funds and hold property for the purpose of eliminating illiteracy in the community. This organization shall have no capital stock, its objective and purpose being solely that 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 members. This shall not prohibit payment for services to individuals for services received or assets purchased.

Section 3 - The organization will not participate in elections nor support political candidates. 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 distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1 - Membership is open to all persons regardless of sex, race, color, nationality, religion, political belief, age, disability, veteran status or sexual orientation.

Section 2 - Membership shall consist of tutors and instructors, persons who serve as directors, advisors or administrators and persons who have contributed financially to the program. The Annual Meeting of the organization shall be held at the regularly scheduled meeting of the Board during the month of June. Notice of the Annual Meeting shall be mailed by the Secretary of the Board of Directors to all members at least seven (7) days, and not more than thirty (30) days, before the

meeting. The Board of Directors shall be elected at the Annual Meeting.

ARTICLE IV - BOARD OF DIRECTORS

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

Section 2 - Number of Directors. The Board of Directors shall consist of no less than three (3) persons, nor more than fifteen (15) persons.

Section 3 - Election and Term of Directors. There shall be a nominating committee, with an identified chairman, appointed annually by the President. The committee shall convene to draw up a slate of candidates for the Board of Directors. This slate of candidates shall be presented by the nominating committee to the membership for election at the Annual Meeting. Each Director shall serve for a term of two (2) years. Terms shall be staggered to provide continuity. The term of a Director begins at the conclusion of the Annual Meeting at which the person was elected and terminates at the conclusion of the Annual Meeting two (2) years hence.

Subsection a: The designation of Emeritus Director is awarded to Directors who are or have been formerly active and influential on the Board of Directors and who have made significant, prolonged contributions furthering the mission and vision of the Literacy Volunteers of Lee County. Nominations for Emeritus Director designation must be initiated by a current Director other than the nominee and submitted in writing to the Board of Directors at least ten (10) days prior to the meeting at which the nomination would be acted upon. Nominations should include a letter detailing the candidate's contributions. Emeritus Directors have no formal decision-making role or authority on the Board, but may participate periodically in technical, liaison, development or advisory tasks. Emeritus Directors are not expected to participate regularly but should be involved in some task or initiative annually. The Board of Directors may rescind designation of Emeritus status as cases warrant.

Section 4 - Vacancies in the Board of Directors. The Board of Directors shall have power to fill vacancies, through a majority vote of the Board members present at a meeting at which there is a quorum. Such new Directors shall serve until the next Annual Meeting of the organization and may be elected by the membership for a two (2) year term. Three (3) unexcused absences from Board Meetings, within one year shall result in automatic termination from the Board of Directors.

Section 5 - Quorum and Decision-Making. Two-thirds of the Board of Directors shall constitute a quorum at any meeting of the Board. A simple majority vote of the Directors present at a meeting with a quorum is required for action by the Board.

Section 6 - Meetings. The Board of Directors shall meet monthly, but not less than six (6) times annually. The President shall notify all Board members of the date, time and location of such

meetings.

ARTICLE V - OFFICERS

Section 1 - Officers of the organization shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may designate. These officers shall be elected, by the Board, from its membership, immediately following the election of Directors at the Annual Meeting. All officers shall serve for a one (1) year term or until their successors are elected. Officers may be elected for successive one (1) year terms.

Section 2 - The Board of Directors shall have power to fill vacancies among the officers. Officers so elected to fill such vacancies shall serve until the next Annual Meeting or until their successors are elected.

Section 3 - Any officers may be removed from office by a vote of two-thirds of the Board of Directors at any meeting at which a quorum has been established.

Section 4 - Duties.

President. The President shall preside at all meetings of the membership of the Board of Directors. The President shall have general charge of the affairs of the organization, subject to the authority of the Board of Directors.

Vice-President. The Vice-President shall have such powers as specifically assigned by the President or the Board of Directors and shall act as President in the absence of the President.

Secretary. The Secretary shall record and keep the minutes of all meetings of the Board of Directors.

Treasurer. The Treasurer shall receive all monies of the organization, keep a detailed record of all income and expenditures and provide timely and appropriate reports to the President and Board of Directors. The Treasurer shall deposit the funds of the organization in one or more banks selected by the Board of Directors. Signatures on checks shall be designated by the Board of Directors in accordance with bank requirements. The Treasurer shall receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the organization and shall place them in the safe deposit vaults of a bank designated by the Board of Directors and under such rules as to access as such Board of Directors shall determine. The Treasurer shall keep full account of all the above mentioned papers of the organization and make reports to the President and the Board of Directors as they require. The Treasurer shall sign such papers as may be directed by the Board of Directors, and shall perform such other duties as may be incidental to the office. The Treasurer may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of duties.

Other Officers. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

ARTICLE VI PAID STAFF

The Board of Directors may hire paid staff members of the organization, fix compensation and terms of employment, delegate responsibilities and develop and conduct periodic staff evaluation.

ARTICLE VII - COMMITTEES

Committees shall be appointed by the President to meet the needs of the organization.

ARTICLE VIII DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of Literacy Volunteers of Lee County, FL, Inc., property and assets of the organization shall be distributed to ProLiteracy America or to such similar non-profit, tax exempt, charitable organization or organizations as may be selected by the Board of Directors.

ARTICLE IX - USES OF THE NAME

The words "LITERACY VOLUNTEERS" shall not remain part of the LVA affiliate member organization's name if there ceases to be an affiliation between this organization and ProLiteracy America.. Upon written request of ProLiteracy America the officers, directors, and members of the LVLC 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 "Literacy Volunteers."

ARTICLE X - AMENDMENTS

Section 1 - These By-Laws may be amended upon a two-thirds vote by the members of the Board of Directors present and voting at any meeting of the Board of Directors, present and voting at any meeting of the Board of Directors. A copy of the proposed amendment shall have been mailed to each member of the Board of Directors at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon.

Section 2 - Amendments adopted by Literacy Volunteers of Lee County, FL, Inc. shall be

consistent with the National By-Laws of Literacy Volunteers of America, Inc., unless approved by LVA.

ARTICLE XI
EFFECTIVE DATE

These By-Laws as amended are effective as of October 13, 1999 following adoption by a two-thirds vote of the Board of Directors.

Adopted: October 13, 1999

Revised: May 24, 2000

Revised: April 11, 2001

Revised: March, 2005

Revised: April 2007

Revised: March 2009