

BY-LAWS

LITERACY VOLUNTEERS OF THE EASTERN PANHANDLE (LVEP)

Adopted: November 3, 1982
Amended: May 11, 1988
April 11, 1990
June 18, 1992
July 18, 1999
Revised: June 30, 2007
Amended: June 19, 2010

ARTICLE I - NAME

The name of the organization shall be Literacy Volunteers of the Eastern Panhandle (LVEP).

ARTICLE II - PURPOSE

Section 1 - The purpose of the organization shall be to promote and foster increased competency in reading, writing, computing, communicating, and citizenship skills in the Eastern Panhandle of West Virginia (Berkeley, Jefferson, and Morgan Counties.) The LVEP shall pursue its purpose by training and certifying volunteer tutors, and by providing instruction to eligible individuals, with particular emphasis on illiterate and semi-literate adults.

Section 2 - This organization shall have no capital stock, its objective and purpose being solely of a charitable, literary and educational character and not for individual pecuniary gain or profit to its members. This organization shall operate as an exempt organization as defined by Section 501(c)(3) of the Internal Revenue Service Code, and as a community-based non-profit service organization as defined by the State of West Virginia Interpretive Rule 110-15(I) 4. The organization shall be registered with the State of West Virginia under the provisions of Section 29-19-5 of The Solicitation of Charitable Funds Act.

Section 3 - No part of the activities of the organization shall consist of intervening (including the publishing and distribution of statements) in any political campaign in behalf of, or in opposition to, any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1 - Membership categories will be designated for volunteers and students in accordance with the following:

A **“volunteer”** is any individual who satisfies the eligibility policies of the LVEP, who contributes time or material to the objectives of the LVEP, and who completes an official LVEP Intake Form. “Volunteers” include trainers, tutors, administrative helpers, fund-raisers, and members of the Board of Directors.

An **“active volunteer”** is one who has participated in a primary LVEP activity (e.g., training, tutoring, fundraising, administering, managing) within the most recent fiscal year.

A **“student”** is an individual who satisfies the eligibility policies of the LVEP, and who receives instruction.

A **“potential student”** is one who has not yet completed 12 hours of instruction.

An **“active student”** is one who has completed at least 12 hours of instruction and has participated in at least one instructional session within the most recent six-week period.

An **“inactive student”** is one who has not participated in instruction within the most recent six-week period. If a student has not participated in instruction within the most recent six-month

period, the individual will be dropped from the rolls. No person shall be denied membership because of sex, race, color, nationality, religion, age, disability, familial status, sexual orientation, or political belief.

Section 2 - Voting Membership: The voting membership shall consist of all active **volunteers** and **students**.

ARTICLE IV - MEETINGS OF VOTING MEMBERSHIP

Section 1 - An annual meeting of the voting membership of the organization for the election of directors 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 the directors. Notice of the annual meeting shall be communicated to the voting membership by the Secretary at least ten (10) days before the meeting. Communication to the membership, for this or any other purpose, may be accomplished by e-mail, postal mail, or documented personal contact.

Section 2- Special meetings of the organization may be held at the call of the Board of Directors or of at least five (5) members of the organization. The Secretary shall communicate notices of such meetings, which notices shall contain the purposes of the meeting, to all the members at least ten (10) days before the date of the meeting.

Section 3 - Voting: Each active member present at any meeting of the membership shall be entitled to one vote. Voting *in absentia* (by postal mail or e-mail) is permitted for the annual meeting, where a 2/3 majority is required for changes to By-Laws or election of members to the Board of Directors.

Section 4 - Quorum: Ten percent of the voting members of the organization (either present or voting in absentia) shall constitute a quorum at any meeting of the general membership.

ARTICLE V - CONFLICTS OF INTEREST

Section 1 - The purpose of this Conflict of Interest Policy ("Policy") is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the LVEP. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

(a) Interested Person. Any director, principal officer or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if he or she personally has, directly or indirectly, through business, investment or family:

(i) an ownership or investment interest in any entity with which the LVEP has a transaction

or arrangement, or

(ii) a compensation arrangement with the LVEP or with any entity or individual with which the LVEP has a transaction or arrangement, or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the LVEP is negotiating a transaction or arrangement provided, however, that ownership of less than one percent (1%) of the equity interest in a corporation shall not be deemed to be a financial interest for this purpose. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature (for the purpose of this provision, greater than twenty-five (\$25) in value).

A financial interest is not necessarily a conflict of interest, but any director, officer or member of a committee with Board delegated powers who has a financial interest must declare that he/she has a conflict of interest and thereby become subject to the procedures set forth in Section 3(c) of this Policy. If such a person with a financial interest is not sure whether it creates a conflict of interest, he/she shall make disclosures pursuant to Section 3(a) of this Policy, and the Board shall then determine whether a conflict of interest exists in accordance with Section 3(b).

Section 3 - Procedures

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Board of Directors.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the Board meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(ii) The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board shall determine whether the LVEP can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of its disinterested members whether the transaction or arrangement is in the LVEP's best interest and for its own benefit and whether the transaction is fair and reasonable to the LVEP and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(i) If the Board has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary, up to termination of membership.

ARTICLE VI - 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 not fewer than seven (7) directors nor more than thirteen (13) directors.

Section 3 - Election and Term of Directors: The directors shall be elected at the annual meeting of the members by a 2/3 vote. Each director shall hold office from the time of election until the next annual meeting of the members. An individual director may not serve more than five consecutive terms.

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

Section 5 - Quorum: One-half of the active directors shall constitute a quorum at any meeting of the Board of Directors.

Section 6 - Meetings: The Board of Directors shall meet at least quarterly at a time and place specified by the president. Special meetings may be called by the president or three members of the Board of Directors provided seven (7) days notice has been given. It shall be the policy of the Board of Directors that all Board meetings shall be open to any member who wishes to attend.

Section 7 - Directors who fail to attend two consecutive Board meetings may be placed on "inactive" status, or may be removed from the Board upon a majority vote of those directors present at any regular or special meeting.

ARTICLE VII - OFFICERS

Section 1 - Officers of the organization shall be a president, one or more vice presidents, a treasurer, a secretary, and such other officers as the members may designate. These officers shall be elected by the Board of Directors immediately after the annual meeting of the membership. All shall serve for one (1) year or until their successors are elected. Officers may be elected to

succeed themselves for five (5) terms only. All officers shall be members of the Board of Directors. (Section amended, 1988, 2007.)

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 2/3 vote of the active membership of the organization at any regular or specially called meeting.

Section 4- Duties of Officers

(a) President - The President shall preside at all meetings of the membership of the organization and of the Board of Directors, and of the Executive Committee. The President shall have general charge of the affairs of the organization, and shall appoint all committee chairpersons. The President shall have authority to direct the activities of paid staff. The President and Treasurer shall be designated as signatories for all checks, and the signature of either the President or the Treasurer shall be required on all checks of the organization.

(b) Vice President - The Vice President shall have such powers as may be specifically assigned by the Board of Directors and shall act as President in the absence of the President.

(c) Secretary - The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and the membership, and shall perform related duties specifically assigned by the Board of Directors.

(d) Treasurer - The Treasurer shall: 1) receive all moneys of the organization and have custody thereof; 2) deposit the funds of the organization in one or more banks selected by the Board of Directors, to be disbursed in accordance with the directions of, and upon the signatures of persons designated by the Board of Directors; 3) keep a full account of all moneys received and paid out. and make such reports thereof to the President and Board of Directors as they may require; 4) shall receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the organization, and place them for safe keeping in the safe deposit vaults of a bank designated by the Board of Directors, under such rules as to access as the Board of Directors shall determine; 5) keep full account of all deeds, securities, notes and financial papers of the organization, and make such reports thereof to the President and the Board of Directors as they require; 6) sign such papers as may be required or as may be directed by the Board of Directors; and 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 his duties. The President and Treasurer shall be designated as signatories for all checks, and the signature of either the President or the Treasurer shall be required on all checks of the organization.

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

ARTICLE VIII- PAID STAFF

The Board of Directors may appoint paid staff members of the organization, fix compensation, prescribe duties and terms of employment. Paid staff members shall perform duties in accordance with LVEP policies, and under the direct supervisory authority of the President of the Board of Directors. The President of the Board of Directors may delegate supervisory authority over other staff members to the Executive Director.

ARTICLE IX - COMMITTEES

Section 1 - There shall be a Nominating Committee, Executive Committee, Finance Committee, Public Relations Committee and Program Committee. Additional committees may be appointed by the President with the approval of the Board of Directors. The President shall appoint committee chairpersons who in turn (except Nominating) shall select members of the committee in consultation with the President.

Section 2 - Nominating Committee: A Nominating Committee of not fewer than three (3) members and not more than five (5) members shall be appointed at the first meeting of the Board of Directors following their election. The President of the Board of Directors shall appoint the committee chairman; the Board shall appoint the remaining two (2) to four (4) committee members. It shall be the duty of the Nominating Committee to present at the next annual meeting of the members of the organization nominations for members of the Board of Directors. The Nominating Committee shall function throughout the year and make recommendations to the directors to fill vacancies occurring between the annual meetings of members. Any active members of the organization at any annual meeting may, with the consent of the nominee, nominate candidates for members of the Board of Directors.

Section 3 - Executive Committee: The Executive Committee shall consist of the officers and other persons designated by the Board of Directors from among its members. 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 3 - Finance Committee: The Finance Committee shall present to the Board of Directors for approval the annual budget for the coming year prior to the beginning of that fiscal year; review monthly income and expenditures for comparison to the budget; and plan and implement ways to finance the programs approved by the directors.

Section 4 - Program Committee: The Program Committee shall oversee staff functions and, in cooperation with staff, shall be responsible for the operation of the affiliate training and teaching program, training of tutors, matching students and tutors, teaching students, supervising tutors, preparing progress reports on students, maintaining student and tutor records, specifying the content of a library of reference and teaching materials, and conducting in-service training.

Section 5 - Public Relations Committee: The Public Relations Committee shall, in cooperation with staff, coordinate the public relations efforts of the affiliate, and publish a newsletter and other forms of information to explain and publicize the Literacy Volunteer program. The Public Relations Committee shall also direct and carry out programs for recruitment of both students and tutors on a community-wide basis.

ARTICLE X - FISCAL YEAR

The fiscal year of Literacy Volunteers of the Eastern Panhandle shall commence on July 1 and end on June 30.

ARTICLE XI - DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the local affiliate organization or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property, and assets of the organization shall be distributed to ProLiteracy America 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. Disposition of assets shall insure that business properties and assets of the organization shall be used for to the purposes of promoting literacy volunteer organizations, and in no event shall any of the assets and property of the organization or the proceeds of any such property or assets go to or be distributed to members either for the reimbursement of any funds subscribed, donated or contributed by such members or for any other such purposes.

ARTICLE XII - AMENDMENTS

These By-laws may be amended upon a two-thirds vote of the active members (present or voting *in absentia*) at a general meeting of the organization, provided that a copy of the proposed amendment shall have been communicated to each active member at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XIII - EFFECTIVE DATE

These By-laws and any amendments thereto shall become effective immediately upon adoption.