BYLAWS

LITERACY VOLUNTEERS OF THE EASTERN PANHANDLE, INC.

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BYLAWS OF LITERACY VOLUNTEERS OF THE EASTERN PANHANDLE, INC.

ARTICLE I: NAME

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

ARTICLE II: SECTION HEADINGS

Chapter and section captions or headings as used in this act do not constitute any part of the bylaws.

ARTICLE III: PURPOSE, MISSION

§1. Purpose of organization. The purpose of the organization shall be to promote and foster increased competency in reading, writing, numeracy, computer usage, communication, 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 those whose native language is not English.

§2. Exempt organization. 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(1)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.

§3. Participation in campaigning prohibited. 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.

§4. The mission of this organization shall be to empower adults in Berkeley, Jefferson and Morgan Counties to reach their full potential as individuals, parents, workers and citizens through confidential and free literacy tutoring provided by trained tutors.

ARTICLE IV: MEMBERSHIP

§1. Categories. Membership categories will be designated for volunteers and students in accordance with the following:

A. Volunteer. 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 ApplicationForm. "Volunteers" include trainers, tutors, administrative helpers, fundraisers, and members of the Board of Directors.

    i. An "active volunteer" is one who has participated in a primary LVEP activity (e.g., training, tutoring, administrating, managing) within the most recent fiscal year.
    ii. An "inactive volunteer" is one who has not participated in a primary LVEP activity within the most recent fiscal year.
    iii. A "supporting volunteer" is one who has participated in support activities, such as social or fundraising events within the most recent fiscal year.

B. Student. A "student" is an individual who satisfies the eligibility policies of the LVEP, and who receives instruction. When a student has not participated in instruction within the most recent six-month period, the individual will be dropped from the rolls.

    i. An "active student" is one who has completed at least one instructional session within the most recent six-week period.
    ii. An "inactive student" is one who has not participated in instruction within the most recent six-week period.

§2. Non-discrimination. No person shall be denied membership because of sex, race, color, nationality, religion, age, disability, familial status, sexual orientation, or political belief.

§3. Voting membership. The voting membership shall consist of all active volunteers, all active students and all active program partners.

ARTICLE V: MEETINGS OF VOTING MEMBERSHIP

§1. Annual meeting. 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 or designee at least ten (10) days before the meeting.

§2. Special meetings. 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 or designee 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.

§3. Voting. Each 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 majority of those present shall approve all changes to Bylaws or election of members to the Board of Directors.

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

§5. Communications with voting membership. Except where precluded herein, communication from any member of the Board of Directors or their designee to the membership for any purpose may be accomplished by electronic or postal mail.

§6. Voting by proxy. Any person who is included within the voting members may vote by proxy. The following provisions apply to voting by proxy:

A. A voting member may appoint a proxy to vote or otherwise act for that member by signing an appointment form, either personally or by the member's attorney-in-fact. The appointment does not relieve the member of liability for acts or omissions imposed by law on voting members.
B. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one month unless a different period is expressly provided in the appointment form.
C. An appointment of a proxy is revocable by the voting member.
D. The death or incapacity of the voting member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless written notice of the death or incapacity is received by the secretary before the proxy exercises its authority under the appointment.

E. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, LVEP, Inc. is entitled to accept the proxy's vote or other action as of the person making the appointment.

ARTICLE VI: CONFLICTS OF INTEREST

§1. Purpose of policy. 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.

§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).

iv. 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)

§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 a 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 of 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 *action*, up to termination of membership.

ARTICLE VII: BOARD OF DIRECTORS

§1. Duties. The property, affairs and management of the organization shall be vested in and controlled by the Board of Directors who shall be elected and shall serve as set forth herein and shall serve without pay.

§2. Number of Directors. The Board of Directors shall consist of not fewer than seven (7) directors nor more than thirteen (13) directors.

§3. Qualifications. Persons who are over the age of eighteen shall be qualified to serve as a Director. Persons otherwise qualified need not reside in West Virginia.

§4. 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 the next election of the Board of Directors is held.

§5. 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.

§6. Quorum. One third of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

§7. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Except as expressly provided for herein, voting by proxy shall not be permitted.

§8. Unanimous Written Consent in Lieu of Meeting. The Board may take action without a meeting if written consent to the action is signed by a quorum of the directors. Any action so taken shall be recorded in the minutes of the next regular meeting.

§9. Meetings.

A. Regular meetings. The Board of Directors shall meet at least quarterly at a time and place specified by the President.
B. Special meetings. Special meetings may be called by the President or three members of the Board of Directors provided seven (7) days notice has been given.
C. Open attendance. It shall be the policy of the Board of Directors that all Board meetings shall be open to any director, student or any volunteer who wishes to attend.
D. Agenda. The President shall prepare an agenda five (5) days prior to all regular meetings.
    i. Conference call or electronic meeting. A board meeting may take place via conference call or electronic video screen communication, provided that all directors participating can hear one another. A meeting may also take place via other electronic transmission if: (a) each director participating can communicate with all other directors participating concurrently, and (b) each director is provided the means of participating in all matters before the board.

§10. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Section constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

§11. Removal.

A. Removal for failure to attend meetings. Directors who fail to attend two consecutive Board meetings may be removed and may be reinstated to the Board by a vote of the Board of Directors.
B. Removal for any other reason. Any director may be removed from such office, with or without cause, by a two thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

§12. Resignation. Any director may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of th e Board of Directors.

§13. Procedures for meetings. All board meetings shall be conducted in conformity with informal rules or parliamentary procedures. At the discretion of the President, decisions may be made by consensus so long as these bylaws do not otherwise require voting or another specific process.

ARTICLE VIII: OFFICERS

§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. The 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. All officers shall be members of the Board of Directors.

§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.

§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.

§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 may make temporary appointments to the Board of Directors as may be necessary to conduct business activities set forth in these bylaws.
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:
    i. Receive all monies of the organization and have custody thereof;
    ii. 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;
    iii. 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;
    iv. Receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the organization, and place them for safe keeping under such rules as to access as the Board of Directors shall determine;
    v. Keep full account of all deeds, securities, notes financial papers of the organization, and make such reports thereof to the President and the Board of Directors as they require;

vi. Sign such papers as may be required or as may be directed by the Board of Directors; and
vii. 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.

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

§6. Subordinate Officers. The President of the Board may appoint a subordinate officer for up to three (3) months at the request of any Board Member when an officer is absent or unable to temporarily perform duties set forth herein.

ARTICLE IX: PAID STAFF

Paid staff permitted. The Board of Directors may hire 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 Chair of the Executive Committee.

ARTICLE X: COMMITTEES OF THE BOARD OF DIRECTORS

§1. Committees established. There shall be an 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 shall select members of the committee in consultation with the President.

§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.

§4. 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. The Finance Committee will maintain a method for volunteers to make purchasing and reimbursal requests; requests will be approved by 2/3 of the committee. Check signatories for all bank accounts related to LVEP will be appointed from the members of the Finance Committee and approved by the Board of Directors; the signature of any one of those designated shall be required on all checks of the organization.

§5. Program Committee. The Program Committee shall oversee staff, affiliate training and teaching programs including: training of tutors, matching tutors to partner organizations, maintaining tutor records, specifying the content of a library of reference and teaching materials, and conducting in-service training.

§6. Public Relations Committee. The Public Relations Committee shall, in cooperation with staff and partner organizations, coordinate the public relations efforts of the affiliate, and prepare 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 XI: FISCAL YEAR

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

ARTICLE XII: DISPOSITION OF ASSETS UPON DISSOLUTION

Dissolution of organization. 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 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 XIII: AMENDMENTS

The Bylaws 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 XIV: EFFECTIVE DATE

The Bylaws and any amendments thereto shall become effective immediately upon adoption.