

SAUK PRAIRIE AREA LITERACY COUNCIL

BYLAWS

ARTICLE 1: NAME

The name of this non-profit corporation is Sauk Prairie Area Literacy Council, Inc. referred to in this document as SPALC.

ARTICLE 2: PURPOSE

The purpose of SPALC is to serve adults of all backgrounds who choose to enhance their functional literacy skills. SPALC recruits and prepares adult volunteers to assist learners in improving their ability to use the English language and gaining skills necessary to function successfully at home, at work, and in their communities. SPALC supports the efforts of tutors, students, and other volunteers by providing appropriate resources, facilities, and funding. SPALC cooperates with other community service agencies and literacy providers, and promotes awareness of literacy in the community.

ARTICLE 3: STRUCTURE

The SPALC Board of Directors, referred to in this document as the Board, is the trustee of SPALC. The Board is responsible for appointing one or more Literacy Program Coordinators, referred to in this document as Coordinator(s), who shall have overall responsibility for the day to day operation of the work of SPALC. One Coordinator will be designated as SPALC's official contact person with Wisconsin Literacy, Inc.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 Purpose

The Board as a whole shall be responsible for defining and carrying out the purpose and policies of SPALC.

Section 4.2 Members

The Board shall consist of at least 3 members and not more than 13 members, including the members serving as officers. The Coordinator (one designee if multiple) is the contact person with Wisconsin Literacy, Inc.; all Coordinators will be *ex officio* members of the board.

- 4.2.a. Nominations of new members, when requested by the president, are due no later than September 15th of each year and are to be voted on no later than November 30th of each year. A quorum vote is needed for each candidate presented.

Section 4.3 Officers

SPALC shall be governed by the following officers: President, Vice-President, Secretary, and Treasurer who shall be elected by the Board. See Terms of Office in Section 4.5 and Duties of Officers in Article 5.

Section 4.4 Quorum

For voting purposes, a simple majority of the membership of the Board is required to constitute a quorum. Meetings may be held without a quorum.

Section 4.5 Election and Terms of Office

Election of the officers and members of the Board shall be held no later than November 30th each year, and new terms shall begin the following January. Both officers and board members shall serve two-year terms, and the terms will be staggered so that no more than 1/3 of the Board rotates off in a year. No member of the Board may serve for more than ten consecutive years except for the Coordinator(s) designated as *ex officio* member(s). Officers and members shall be elected by a quorum vote of the Board.

Section 4.6 Resignations

4.6.a. An officer or member may resign from the Board by communicating that intention in writing to the President, delivered in person, by mail, or electronically. The President shall announce such resignation at the next scheduled meeting or via email if deemed necessary. If the President wants to resign, s/he will communicate that intention in writing to the Executive Committee (refer to Article 6). The Executive Committee will then announce such resignation at the next scheduled meeting or via email if deemed necessary.

4.6.b. Three unexcused absences in the course of one year shall constitute resignation.

Section 4.7 Removal

Any member of the Board may be removed for gross misconduct. Complaints must be presented to an Executive Committee member in writing, delivered in person, by mail, or electronically. The Executive Committee will review written allegations of actions detrimental to SPALC. If removal is considered, the member will be given a copy of the written allegations and will have the right to respond to these allegations before the Executive Committee. If the Executive Committee recommends removal, final action will be determined by a quorum vote of the entire Board. However, the individual being considered for removal from the Board shall not have a vote on his or her behalf.

Section 4.8 Vacancies

If any office becomes vacant for any reason, the President may nominate a Board member to fill the office. After a quorum vote by the Board, this member will hold that office until the next general election.

Section 4.9 Meetings

- 4.9.a. Regular meetings of SPALC will be held at least five times a year. Additional regular meetings may be held as deemed necessary by the Executive Committee.
- 4.9.b. A special meeting of the Board may be called by the President and any two members on a seventy-two hour notice to each member via e-mail and/or phone call. The notice shall contain the day, place, hour, and purpose of the meeting.
- 4.9.c. Meetings of the Board shall be held in a location designated by the President.
- 4.9.d. An annual meeting of the Board shall be held no later than November 30 for the purpose of organization and election of Board members and officers.

ARTICLE 5: DUTIES OF OFFICERS

Section 5.1 President

The President shall be the principal officer of SPALC. The duties of the President shall include:

- 5.1.a. Preside at all meetings of SPALC as well as meetings of the Executive Committee.
- 5.1.b. Determine the agenda for each SPALC meeting.
- 5.1.c. Sign or designate a signer for instruments of commitment on behalf of SPALC.
- 5.1.d. Be an authorized signer for checks or drafts.
- 5.1.e. Appoint the chairperson for each committee.
- 5.1.f. Appoint Ad Hoc Committees to carry out the purposes of SPALC.
- 5.1.g. Participate in meetings with funding sources, in person or by designee.
- 5.1.h. Initiate the board member nomination process and provide the documents used for nomination and application to the board.

Section 5.2 Vice President

The duties of the Vice President shall include:

- 5.2.a. Assume all responsibilities of the President in her/his absence.
- 5.2.b. Complete the term of office of the President should the office become vacant.
- 5.2.c. Serve as a member of the Executive Committee.
- 5.2.d. Serve as a liaison between the Executive Committee and all other standing committees.
- 5.2.e. Perform such other duties as may from time to time be designated and assigned by the President.

Section 5.3 Secretary

The duties of the Secretary shall include:

- 5.3.a. Assure that the minutes of the SPALC Board and of the Executive Committee are recorded both electronically and in hard copy format.
- 5.3.b. Countersign, when required, all written instruments executed by SPALC.
- 5.3.c. Make any required corrections or additions to the minutes.
- 5.3.d. Assure all minutes are kept in a permanent form in a secure place.
- 5.3.e. Write correspondence as directed by the President.
- 5.3.f. Maintain copies of current policies, bylaws, brochures, and SPALC forms.
- 5.3.g. Serve as a member of the Executive Committee.

Section 5.4 Treasurer

The Treasurer's duties shall include:

- 5.4.a. Assure that all funds are collected from all sources.
- 5.4.b. Assure that a record is kept of all receipts and disbursements.
- 5.4.c. Assure that all SPALC funds, bonds, and securities are deposited in the name of SPALC in a financial institution or other depository approved by the Executive Committee.
- 5.4.d. Be an authorized signer of checks and drafts.
- 5.4.e. Monitor the financial status of SPALC and assure that a monthly report is prepared.
- 5.4.f. Serve as a member of the Executive Committee.
- 5.4.g. Serve as the chairperson of the Finance Committee.
- 5.4.h. Annually file IRS form 990-N and the form for the State of Wisconsin Department of Financial Institutions.

Section 5.5 Additional Duties

The officers shall perform additional or different duties as shall from time to time be imposed or required by SPALC or the bylaws.

ARTICLE 6: STANDING COMMITTEES, ORGANIZATIONAL TASKS, AND INITIATIVES

Section 6.1 Executive Committee

The Executive Committee shall consist of the officers of SPALC. Duties shall include:

- 6.1.a. Act on urgent matters between SPALC meetings when necessary. Such actions shall be reported at the next scheduled Board meeting.
- 6.1.b. When necessary, take action as described in these bylaws to recommend removal of a SPALC member.
- 6.1.c. Conduct board orientation for new board members and assist mentoring of any member when requested or needed.

Section 6.2 Finance Committee

The duties of the Finance Committee shall include:

- 6.2.a. Propose policies, as necessary, affecting the finances of SPALC.
- 6.2.b. Prepare and submit an annual budget at the November board meeting of each year. Budget is to be approved by vote of the Board no later than the end of January of the year for which the budget is active.
- 6.2.c. Determine budgetary and fundraising needs of SPALC.
- 6.2.d. Recommend appropriate fundraising activities, including application for grants.

Section 6.3 Organizational Tasks

The Board will appoint members to accomplish or oversee tasks essential to SPALC's primary literacy mission. These members will report on the status of these tasks at Board meetings to permit oversight and coordination by the Board of this primary mission.

- 6.3.a. Recruit and match students and tutors.
- 6.3.b. Plan and deliver Tutor Preparation Workshops.
- 6.3.c. Plan and schedule Tutor Idea Exchange (TIE) workshops.
- 6.3.d. Assemble data and prepare a Monthly Report for census team members; prepare a Progress Status Report for each Board meeting.
- 6.3.e. Maintain all social media site(s) SPALC agrees to use, including website.
- 6.3.f. Other tasks as identified by the Board.

Section 6.4 Other Initiatives

The Board may at times authorize the creation of, participation in and funding of other initiatives beyond the primary literacy mission of SPALC.

- 6.4.a. Decisions on whether to devote SPALC time, effort and/or financial resources to a proposed initiative will require a majority quorum vote of the Board.
- 6.4.b. Each approved initiative will be headed by a Board member approved by the Board. This member will update the Board on the status of the initiative at each Board meeting.

ARTICLE 7: NONDISCRIMINATION POLICY

SPALC does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, military status, sexual orientation, physical, mental, emotional, or learning disability or any other protected statuses under the law in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, students, volunteers, and vendors.

ARTICLE 8: MISCELLANEOUS PROVISIONS

Section 8.1 Interests

No member shall have any right, title, or interest in any of the property or assets of SPALC, nor will any of the property or assets be distributed to any member upon the dissolution of SPALC.

Section 8.2 Holdings

The resources owned but not contained at the local libraries are the property of SPALC. Any catalogued resources/holdings that are contained at the Ruth Culver Community Library and the Sauk City Public Library are the property of the library(s) unless they chose to turn the holdings over to SPALC.

Section 8.3 Checks

All checks or demands for money and notes of SPALC shall be signed in the name of SPALC by the President or the Treasurer.

Section 8.4 Fiscal Year

The fiscal year of SPALC has been established as beginning on January 1st and ending on December 31st. Likewise, the terms of the Board of Directors begin on January 1st and end on December 31st.

Section 8.5 Amendments

These bylaws may be amended by the members of the Board by a majority vote at any meeting at which a quorum is present.

Section 8.6 Good Faith

- 8.6.a. No member shall be personally liable to SPALC for any loss or damage suffered by SPALC on account of any action taken or omitted as an officer or member in good faith.
- 8.6.b. No member shall be personally liable for any of the debts, liabilities or obligations of SPALC nor shall any member be subject to any assessment.
- 8.6.c. Conflict of Interest: No organization or individual shall receive, or appear to receive, preferential consideration due to a relationship with a member of the Board. In the event that a member of the Board has a pre-existing relationship or other affiliation with any organization or individual doing business with SPALC or participating in the programs of SPALC, that relationship or affiliation shall be disclosed to the full Board and the person so affected shall not vote on any matter related to the business or individual.

ARTICLE 9: DISSOLUTION CLAUSE

SPALC is a 501 (c)(3) Corporation and may be dissolved or liquidated by the SPALC Board by vote as may be required by the Wisconsin Nonstock Corporation Law.

Upon dissolution or liquidation of SPALC, the entire net assets remaining after the payment of satisfaction of any and all liabilities and obligations of SPALC shall be distributed to other organizations, corporations, societies, or associations, having substantially similar purposes to those of SPALC. All organizations, corporations, societies, or associations receiving assets from SPALC must qualify for exempt status under Section 501 (c)(3), and must maintain current provisions of the Internal Revenue Code. No private foundation as defined by Section 509 of the Internal Revenue Code shall be a recipient.

Approved by unanimous vote of the SPALC Board of Directors on January 18, 2018.