**SAUK PRAIRIE AREA LITERACY COUNCIL**

**BYLAWS**

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# **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, an all-volunteer community-based literacy council, is to serve adults of all backgrounds who choose to enhance their functional literacy skills. SPALC recruits and prepares adult volunteers to help learners improve their ability to use the English language and gain skills necessary to function successfully at home, at work, and in their communities. SPALC supports the efforts of students, tutors, 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, serves both as a trustee of SPALC and as a working board since there are no paid staff positions. The Board is responsible for appointing a Program Coordinator who shall have overall responsibility for the day-to-day operation of the work of SPALC and will be SPALC’s official contact person with Wisconsin Literacy, Inc**.** Other duties of the Program Coordinator include but are not limited to the following:

3.1.a. Recruit and match students and tutors, monitor these matches to assure that they are working for all parties, and arrange for re-matches as necessary.

3.1.b. Manage SPALC’s database of Registration, Confidentiality, and Student-Tutor Contract forms filed by students, tutors, and other volunteers.

3.1.c. Work with Census team to review and archive tutor monthly reports; inform team members whenever matches are made, ended, or change status as well as update waiting lists of tutors and students as those lists change.

3.1.d. In collaboration with Tutor Educational Support Team, manage SPALC’s inventory of teaching-learning materials, both those housed in the Tutor Resource Center in the GCCL and those catalogued in either library in the villages.

3.1.e. In collaboration with the Finance Committee, submit required reports to organizations from which the SPALC receives funds or grants and report to the SPALC Board whenever such tasks have been required and are completed.

3.1.f. Complete all surveys and reports requested of the SPALC by Wisconsin Literacy, Inc.

3.1.g. Attend all Wisconsin Literacy, Inc. regional meetings or designate an alternate member to do so.

3.1.h. Take leadership for tasks related to public outreach and promotional materials including recruitment brochures for students and tutors.

# **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 which is an all-volunteer community-based literacy council. To accomplish this, the President will appoint members of the Board and other volunteers approved by the Board to work with the Program Coordinator to accomplish tasks essential to the purpose of the SPALC. Specific tasks include but are not limited to the following:

4.1.a. Plan and deliver Tutor Preparation Workshops and Tutor Idea Exchange (TIE) gatherings.

4.1.b. Assemble data from tutors’ monthly reports and prepare a Monthly Census report for Census Team Members, a summary report to be distributed to Board Members at each Board meeting; and a Year End Summary for Board members and tutors indicating the number of students served, number of tutors serving, and number of contact hours.

4.1.c. Maintain all social media site(s) SPALC agrees to use, including SPALC website.

4.1.d. Manage the internet domain SPALC purchases each year.

4.1.e. If the Board, by quorum vote, authorizes the exploration and/or creation, participation in or funding of new initiatives, each approved initiative will be headed by a Board member or volunteer approved by the Board. This person will update the Board on the status of the initiative at each Board meeting.

## **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.

4.2.a. The Program Coordinator is the SPALC’s official contact person with Wisconsin Literacy, Inc. and an *ex officio* member of the board.

4.2.b. 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 Program Coordinator who is designated as an *ex officio* member. 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 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 leader of each team or 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 and convene committee meetings as needed.

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**

## **Section 6.1 Executive Committee**

The Executive Committee shall consist of the officers of SPALC. The President Treasurer is the chair and convener of this committee 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 Treasurer is the chair and convener of this committee. Duties 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 September 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. Recommend appropriate fundraising activities and manage fundraising actions.

6.2.d. Recommend grants to be applied for and manage the related process to obtain revenues and to file any reports that the granting agency requires if the grant is funded.

# **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**

Any learning materials and other supplies purchased by or gifted to the SPALC and stored in the Tutor Resource Center in the Sauk City (George Culver) Library, or any other storage space in either library in the villages, are the property of the SPALC. Any learning materials currently catalogued in either the Sauk City or the Prairie du Sac Libraries and shelved in the Literacy sections of either of these libraries are the property of those respective libraries.

## **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 21, 2021.