

SAUK PRAIRIE AREA LITERACY COUNCIL BYLAWS

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ARTICLE 1: NAME

The name of this 501 (c) (3) organization 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 empower adult learners of all backgrounds in the Sauk Prairie area to successfully navigate the English language at home, on the job, and in their community. SPALC supports the efforts of learners, 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 bi-lingual Program Coordinator, who shall be an *ex officio* member of the board. Duties of this role are further described in the position Job Description.

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 three (3) members and not more than 13 members, including the members serving as officers and an *ex officio* member.

4.2.a Nominations of new members may be brought forward by the President at any time. 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

Meetings may be held without a quorum. For voting purposes, a simple majority of the membership of the Board is required to constitute a quorum. The *ex officio* member is not counted when determining a quorum.

Section 4.5 Election and Terms of Office

Election of the officers of the Board shall be held no later than November 30th each year, and new terms shall begin the following January. Officers shall serve two-year terms and no more than two consecutive terms. Board members shall serve two 3-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 two consecutive years 3-year terms and no more than 7 years total, 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 delivered in person, by mail, or electronically to the Executive Committee (refer to Article 6.1). The Executive Committee will then announce such resignation at the next scheduled meeting or via email if deemed necessary.

4.6.b. Three (3) absences in the course of one calendar 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 calendar year.

Section 4.9 Meetings

- 4.9.a. Regular meetings of the Board will be held at least five (5) 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 (in-person or virtual), hour, and purpose of the meeting.
- 4.9.c. Meetings of the Board shall be held in a location (in-person or virtual) 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 confirmation of Board members and officers for the following year.

ARTICLE 5: DUTIES OF OFFICERS

Section 5.1 President

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

- 5.1.a. Preside at all meetings of the Board as well as meetings of the Executive Committee.
- 5.1.b. Determine the agenda for each Board 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 *ad hoc* committees to carry out the purposes of the Board.
- 5.1.f. Participate in meetings with funding sources, in person or by designee.
- 5.1.g. 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 *ad hoc* 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 Board are recorded and securely stored electronically.

5.3.b. Make any required corrections or additions to the minutes.

5.3.c. Write correspondence as directed by the President.

5.3.d. Maintain electronic copies of current policies, bylaws, brochures, and SPALC forms.

5.3.e. 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 ensure that the Treasurer's Report is kept current.

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.

ARTICLE 6: STANDING COMMITTEES

Section 6.1 Executive Committee

The Executive Committee shall consist of the officers of the Board. The President is the chair and will convene meetings of this committee. Duties shall include:

6.1.a. Act on urgent matters between Board meetings when necessary.

6.1.b. When necessary, take action as described in these bylaws to recommend removal of a Board 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 coordinator of this committee. Duties shall include:

6.2.a. Propose policies, as necessary, affecting the finances of SPALC.

6.2.b. Prepare and submit a proposed annual budget at the September board meeting of each year. Budget is to be approved by vote of the Board at the November board meeting of each year.

6.2.c. Provide oversight of fundraising activities and ensure that funds are appropriately applied, accounted for, and acknowledged.

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, 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, learners, 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 SPALC and stored in the Tutor Resource Center or any other storage space as determined by the Board, are the property of SPALC.

Section 8.3 Fiscal Year

The fiscal year of SPALC begins on January 1 and ends on December 31.

Section 8.4 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 8.5 Good Faith

- 8.5.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.
- 8.5.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.
- 8.5.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 November 16, 2023.