

BYLAWS

LITERACY COUNCIL OF MONTGOMERY COUNTY, MARYLAND, INC.

Article I – Name

The name of this organization shall be the Literacy Council of Montgomery County, Maryland, Inc., herein referred to as the Council.

Article II – Purpose

The purpose of the Council shall be to help adults living or working in Montgomery County achieve functional levels of reading, writing, and speaking English so that they may improve their quality of life and ability to participate in the community.

Article III – Membership

Membership in the Council shall be open to all who accept the purpose of the Council

Article IV – Executive Board

1. The Executive Board shall consist of:
 - a. Elected Officers (voting),
 - b. Elected Directors (voting),
 - c. Appointed Directors (voting),
 - d. Immediate Past President (voting), and
 - e. Executive Director (non-voting).
2. The Executive Board shall meet at least bi-monthly. Special Board meetings may be called by the President or by majority vote of the elected Board members.
3. Five voting members of the Executive Board shall constitute a quorum.
4. If special circumstances arise where time is of the essence, and a full meeting of the Board cannot be arranged, an ad hoc group may be assembled, including at least three members of the Board of whom one must be an officer, which may take any appropriate action on that matter (but no other matter). A written account of such action shall be made and submitted to the full Board at its next meeting for approval and, if approved, ratification. The account shall be included in the Minutes of that meeting.
5. Any vacancy occurring in Board membership may be filled by Presidential nomination and approved by a majority vote of the remaining Board members. Such appointment shall last only until the end of the fiscal year. The interim appointees shall have full voting rights.

Article V – Officers and Directors

1. The Elected Officers shall be President, Vice-President, Vice-President of Finance, Secretary and Treasurer. Nothing in these Bylaws shall be interpreted to prevent the same person from holding the positions of Vice President of Finance and Treasurer.

2. In addition to the Elected Officers, there shall be at least five Directors elected from among the voting membership; one to represent the Basic Literacy program, one to represent the English as a Second Language program, one to represent Trainers, and two Directors at Large. The Directors representing the two literacy programs mentioned must be current or prior volunteers of the Council. The Director representing the Trainers shall be nominated by the trainers.
3. The Board may appoint voting Directors in addition to the Elected Directors so that the Board has a total of no more than ten (10) Appointed and Elected Directors. Community leaders, individuals with financial and fund-raising resources, and professionals desiring to help with the Board's work may be appointed to the Board.
4. The term of office of Elected Officers, Elected Directors and Appointed Directors shall be one year. The President may serve up to three consecutive one-year terms, if re-elected. The final Presidential term shall be followed by a one-year term as immediate Past President, which is a voting position. The Vice President may serve up to five consecutive one-year terms, if re-elected. The Vice President of Finance, Secretary and Treasurer and each Elected Director may each serve up to six consecutive one-year terms in office, if re-elected. An appointed Director is eligible for reappointment for six consecutive one-year terms. Subject to the above term limitations for the positions of President and Vice President, an individual voting Director may serve, in whatever capacity or capacities, an aggregate maximum of six consecutive one-year terms.
5. After serving the maximum allowable consecutive terms in office, a Board member must have a minimum absence of one year before being eligible for election or appointment to any position, unless determined otherwise by a vote of two-thirds of the members present at an Annual Meeting.
6. Any Elected Officer and Elected or Appointed Director may be removed from the Executive Board, with or without cause, any time by a majority vote of the other members of the Executive Board. The Officer or Director under consideration for removal shall have the opportunity to present facts and/or arguments to the Executive Board before the vote is taken.

Article VI – Duties of the Officers

1. The President shall be responsible for general oversight of the affairs of the Council, serve as the Chair of the Executive Board, and work directly with the other elected officers and the Executive Director of the Council to ensure that the Council remains a strong and effective organization. He/she shall preside at all Executive Board and general membership meetings.

With approval of the Executive Board, the President shall appoint the chair and members of the Nominating Committees and the Chairs of all other committees. He/she shall serve as an ex-officio member of all committees.

2. The duties of the Vice-President shall include:
 - a. Assuming, at the request of, or in the absence of, the President, the duties of the office of President.
 - b. Carrying out special duties assigned by the President.
3. The duties of the Vice-President of Finance shall include:
 - c. Coordination and oversight of all financial functions of the LCMC Board and the LCMC committees involved in financial activities.
 - d. Acting as chair of the Budget Committee.
4. The duties of the Secretary shall include:
 - a. Keeping a record of all meetings of the Council and Executive Board,
 - b. Handling official correspondence of this organization when requested by the President, and
 - c. Sending notices of meetings when necessary.

5. The duties of the Treasurer shall include:
 - a. Ensuring accurate records are kept of dues, contributions, receipts and disbursements related to the operations of the Council,
 - b. Reviewing and presenting financial statements at each Executive Board meeting and at each general membership meetings,
 - c. Ensuring financial reports to governmental and other organizations are prepared and transmitted as required, and
 - d. Serving on the Budget Committee, acting as Chair in the absence of the VP of Finance.
6. The duties of Directors shall be assigned by the President and may include:
 - a. Participating in community outreach, fundraising, and publicity activities of the Council,
 - b. Maintaining a reasonable knowledge of the Council and its activities, and
 - c. Being prepared to effectively participate in the Executive Board meetings.

Article VII – Duties of the Executive Board

1. The Executive Board shall formulate and administer policy under which the Council shall operate.
2. The Executive Board shall approve the Presidential appointment of:
 - a. Nominating Committee of at least three voting members of the Council,
 - b. Budget Committee composed of the VP of Finance, Treasurer, and the Executive Director,
 - c. Other committees as deemed necessary to carry out the business of the Council, and
 - d. Executive Director.
3. The Executive Board shall monitor execution of the approved annual budget.

Article VIII – Executive Director

1. The Executive Director is hired by the Board and serves at the pleasure of the Board. The Executive Director has day-to-day responsibility for the operations of the Council, including pursuit of the Council's goals and implementation of Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, and carry out the duties assigned by the Board.
2. The Executive Director shall employ, discharge, supervise, and determine the compensation of the employees of the Council.

Article IX – Financial Administration

1. A Budget Committee -- made up of the Vice President of Finance, Treasurer, and Executive Director -- shall be appointed as a standing committee at the beginning of the fiscal year. The Vice President of Finance shall serve as Chair of the Budget Committee. The Committee shall submit a proposed budget to the Executive Board at least two months before the Annual Meeting.
2. The financial records of the Council shall be audited annually by a person or persons authorized by the Executive Board. The Treasurer and Executive Director shall coordinate the audit.

Article X – Meetings

1. An annual meeting of the Council shall be called by the President during the last quarter of the fiscal year. The date of the meeting must be approved by the Executive Board. The agenda for the annual meeting shall be prepared by the President and Executive Board. It shall include election of officers and directors, adoption of a budget, state of the Council, projected activities for the coming year, and other items which should be brought before the general membership.

2. Upon written request of at least twenty members eligible to vote, or whenever deemed desirable by the Executive Board, special meetings of the Council shall be called. All members shall be advised in writing of the date and purpose of the meeting at least 15 days prior to the meeting.
3. A quorum for the transaction of business at the Annual Meeting or at any special meeting shall be ten members eligible to vote.

Article XI – Dissolutions

In the event of dissolution of the Council, all property (real, personal or mixed) of the Council shall pass to one or more organizations which have exemption under Section 501(c)(3) of the Internal Revenue Code and whose purpose is compatible with that of the Council. Selection of said organization shall be made by the Executive Board.

Article XII – Elections

Members shall be notified fifteen days in advance of the Annual Meeting of the slate to be presented at the meeting. Election shall be at the Annual Meeting. Where there are no nominations from the floor, the slate, as presented, may be elected by acclamation. If there are two or more candidates for any vacancy, election shall be by written ballot. All nominees must have expressed their willingness to serve. The candidate who receives the largest number of votes shall be elected.

Article XIII – Fiscal Year

The fiscal year of the Council shall be from July 1 through June 30.

Article XIV – Parliamentary Authority

This organization shall be governed in all its meetings by parliamentary procedures as contained in Robert's Rules of Order, revised.

Article XV – Amendments

These bylaws may be amended by a two-thirds vote of those members present at the Annual Meeting and eligible to vote, provided notice thereof has been sent to each member fifteen days prior to the meeting and provided the proposed amendments have been recommended by the Executive Board or by 20% or more of the members. If any change is made in Article XI, notification thereof shall be given to the Internal Revenue Service.

By-Law Adoption/Revision Schedule

Adopted July 1973
Revised May 1976
Revised May 1980
Revised May 1984
Revised May 1985
Revised May 1989
Revised May 1993
Revised May 1999
Revised May 2001
Revised May 2002
Revised May 2003
Revised May 2004
Revised May 2005
Revised May 2008
Revised April 2009
Revised May 2011