

**Corporate Bylaws**  
**Literacy Volunteers of Greater Augusta**

**Adopted 9/4/2003**  
**Revised 9/2/04 & 1/20/07**

**ARTICLE I - IDENTITY**

Section 1 - The name of the organization shall be Literacy Volunteers of Greater Augusta (hereinafter the "Corporation"). The name of the Corporation may be changed by amendment of its Articles of Incorporation. The Corporation may register to do business under one or more assumed names by filing appropriate registrations with the Secretary of State of the State of Maine.

Section 2 – The principal office of the corporation shall be located at such a place in Kennebec County, Maine, as the Directors may determine. The locations of the Corporation's principal office may be changed by the Directors from time to time without amendment of the Bylaws. The Corporation may also have offices at such other places, within or without the State of Maine, as its business and activities may require, and as the Directors may, from time to time, designate.

Section 3 – In compliance with the Maine Nonprofit Corporation Act, the Corporation shall have, and continuously maintain, a statutory registered agent who shall be a resident of the State of Maine. The registered agent shall be the person designated in the Articles of Incorporation, and the Directors shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the Secretary of State of the State of Maine. The registered agent shall maintain a registered office within the State of Maine. The address of the registered office may be changed from time to time by either the registered agent, or the Directors, upon filing an appropriate form with the Secretary of State of the State of Maine.

Section 4 – The Directors shall have the power to incorporate this organization by submitting Article of Incorporation to the Secretary of State of the State of Maine for filing, and shall have the power to amend or restate the same from time to time. The name and purposes of the Corporation shall be set forth in the Articles of Incorporation. These Bylaws, the powers of the Corporation, its Members, Directors, Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Incorporation in effect.

**ARTICLE II - PURPOSE**

Section 1- This benevolent, charitable and eleemosynary institution has been organized and is incorporated under the Maine Nonprofit Corporations Act and shall be operated

exclusively for charitable, educational, or literary purposes within the meaning of Section 501(c) 3 of the U.S. Internal Revenue Code of 1986 (the “Code”) as the same may be amended from time to time. Within these purposes, the purposes of the Corporation shall include (but not by way of limitation) the promotion and fostering of increased literacy in Augusta and contiguous areas through volunteer teaching of and aid to the adult learners who also may be speakers of other languages, to encourage and aid individuals or organizations desiring to increase literacy through voluntary programs; to receive, invest and disburse funds; and to hold property for the purposes of the organization.

Section 2 - Basic to the philosophy of the organization is the concept that each person, prospective student and volunteer is of equal worth. The organization, as an affiliate of ProLiteracy America and Literacy Volunteers of Maine, will recruit, train, supervise and support volunteer tutors using accepted adult education principals and teaching techniques provided, in part, by ProLiteracy America.

### **ARTICLE III – TAX PROVISIONS TO PROTECT EXEMPT STATUS**

Section 1 - This organization shall have no capital stock, its objective and purpose being solely of a charitable, literary and educational character and not for pecuniary gain or profit to its members. No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 2 - No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3 – Notwithstanding, any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future tax code, or (b) by a corporate contributions which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4 – Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code or the corresponding section of any future tax code, or shall be distributed to the federal government or to a state or local government for public purpose.

### **ARTICLE IV – MEMBERSHIP**

Section 1- Literacy Volunteers of Greater Augusta recognizes its responsibility to comply with applicable statutes or regulations governing nondiscrimination. This affiliate does not

discriminate on the basis of race, age, color, national origin, sex, religion, political belief, sexual orientation or physical or mental disability in admission to, access to, or employment in its programs and activities.

Inquiries concerning the application of nondiscrimination policies may also be referred to the Regional Director, Office of Civil Rights, US Department of Education, POCH Room 222, Boston, MA 02109-4557.

Section 2 - The voting membership shall consist of:

1. All adult volunteers who have successfully completed the Literacy Volunteer Tutor Training;
2. All officers and board members;
3. All committee members;
4. All students, eighteen (18) years of age or older, who are actively enrolled in programs of the corporation;
5. All dues paying members.

Section 3 – For each membership year, the sustaining membership shall consist of all persons, other than voting members, who have contributed in any way toward the objectives of the organization. Sustaining members shall have no voting rights.

Section 4 – Dues for members of Literacy Volunteers of Greater Augusta are set at the discretion of the Board of Directors and are to be paid the last week of November.

## **ARTICLE V - MEETINGS OF THE MEMBERSHIP**

Section 1 - An annual meeting of the members of the organization for the transaction of such 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 Board of Directors. Notice of the annual meeting shall be mailed to all members at least ten (10) days prior to the meeting.

Section 2 - Special meetings of the members of the corporation may be held at the call of the General Chairperson, Board of Directors, or of at least twenty (20) percent of the voting members of the organization. The Secretary shall mail notices of such meetings to all members at least ten (10) days before the date of the meeting.

Section 3 – Each voting member of the organization shall be entitled to one vote. The members shall have all the voting rights set forth in the Articles of Incorporation, these Corporate Bylaws, or under Chapter 6 of Title 13-B M.R.S.A. These rights include:

1. The election of Directors.
2. The removal of Directors.
3. Changing the number of Directors constituting the Board of Directors within the limitations prescribed herein.

4. The approval of the sale, lease or disposition of all or substantially all the assets and property of the Corporation, the dissolution of the Corporation or its merger with or consolidation into another organization.
5. Either the election of members or the authorization of the General Chairperson to appoint members to serve on a nominating committee pursuant to Article V, Section 1 of these Corporate Bylaws.
6. Any other matter that the Directors vote to submit to the members.

Section 4 – A simple majority of the voting members present shall constitute a quorum at any membership meeting.

## **ARTICLE VI – NOMINATING COMMITTEE**

Section 1 – At each annual meeting of the members of the organization they shall elect, or authorize the appointment by the General Chairperson of a nominating committee of not fewer than three (3) members and not more than six (6) members, whose duty shall be to present at the next annual meeting of the members of the organization nominations for members of the Board of Directors. If the appointment of a nominating committee is authorized by the General Chairperson, the appointment shall be made at least thirty (30) days before the date of the next annual meeting.

Section 2 – any voting member of the organization, at any annual meeting, may with the consent of the nominee, nominate candidates for the Board of Directors.

## **ARTICLE VII - BOARD OF DIRECTORS**

Section 1 - The property, affairs and management of the organization shall be vested in and controlled by the Board of Directors. The Board of Directors shall develop policy and procedures of operation for the Corporation as well as evaluate the progress and achievement of the overall activities of the Corporation.

Section 2 - The Board of Directors shall consist of not fewer than five (5) Directors and not more than fifteen (15) Directors.

Section 3 - The Directors shall be elected at the annual meeting of the membership by a majority of the votes cast. Each Director shall hold office from the time of his/her election until the next annual meeting of the members following his/her election.

Section 4 - The Board of Directors shall have the power to fill vacancies in its own membership. Such new directors hold office until the next annual meeting.

Section 5 - The fiscal and management year shall commence on July 1 of each year. An organizational meeting of the Board will be held at the first meeting of the Board of Directors after the annual meeting.

Section 6 - The Board of Directors shall meet at least ten (10) times per year and at any other time specified by the Chairperson or the Board of Directors.

Section 7 - At the accumulation of three (3) consecutive unexcused absences the Board of Directors may declare a vacancy in that Board seat and begin a search to fill the vacancy in accordance with Section 4 of this article.

Section 8 - Any Board member may be removed from office by a majority vote of the Board of Directors at any regular or special meeting.

Section 9 - A quorum shall consist of fifty percent (50%) of the members of the Board of Directors one of whom must be an officer.

Section 10 - Board action shall be by a simple majority of the Board members present and voting.

## **ARTICLE VIII - OFFICERS**

Section 1 - Officers of the organization shall be a General Chairperson (who shall serve as president of the Corporation), Vice-Chairperson, Treasurer, and Secretary of the Corporation as well as the Immediate Past Chairperson-Advisory position. These officers and the Chairpersons of the Standing Committees shall constitute the Executive Committee. Officers are elected by a simple majority vote of the members present at the annual organizational meeting. All shall serve for a period of one year or until a successor is elected. Officers are eligible to serve more than one term in office. All officers shall remain regular members of the Board of Directors, consistent with their elected terms of office on the Board, apart from their term as an officer.

Section 2 - The Board of Directors shall have the power to fill vacancies among officer positions, and officers so elected to fill such vacancies shall serve until the next annual organizational meeting of the board or until their successors are elected.

Section 3 - Any officer may be removed from office by a simple majority vote of a quorum of the Board of Directors at any legally convened regular or special meeting of the board, after due notification.

## **ARTICLE IX EXECUTIVE COMMITTEE**

Section 1 - The Executive Committee shall consist of each of the corporate officers elected by the Board of Directors and other such directors that may be designated by the General Chairperson in consultation with the Board of Directors. The General Chairperson shall serve as the Chairperson of the Executive Committee. Vacancies in the membership of the Executive Committee shall be filled by resolution adopted by the Board of Directors.

Section 2 - The Executive Committee shall assist the Chairperson in the overall planning, implementing and administering of the affiliate's programs by acting for the membership between annual meetings. It shall name a nominating committee at least 45 days prior to the annual meeting. The hiring, assignment or modifications of duties or removal of any part-time or full-time employee shall be voted upon by this committee. The Executive Committee shall assign duties to each committee as necessary.

Section 3 - The Executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. Members of the Executive Committee may be removed from office, with or without cause, by resolution adopted by the majority of the full Board of Directors then in office. Vacancies in the membership of the Executive Committee shall be filled by resolution adopted by the Board of Directors.

## **ARTICLE X - DUTIES OF OFFICERS**

Section 1 - Chairperson: The Chairperson has overall responsibility of the planning, implementing and administering of the Affiliate program guided by the policies of ProLiteracy America and LV Maine. The Chairperson calls Executive Committee and Affiliate meetings, sets the agenda, and presides over regular and special Affiliate meetings. The Chairperson serves as liaison to ProLiteracy America and LV Maine. The Chairperson, after consultation with the Executive Committee, shall assume the duties of, assign to an appropriate committee, or appoint a person or persons to any of the committee position as needed.

Section 2 - Vice-Chairperson: The Vice-Chairperson assists the Chairperson in the administration of the affiliate program and presides over meetings during the absence of the Chairperson.

Section 3 - Secretary: The secretary shall keep and maintain the minutes of all meetings of the Board of Directors and whatever other duties that may be delegated by the Chairperson.

Section 4 - Treasurer: The Treasurer shall review and submit monthly budget reports showing monthly and year-to-date figures for the Board of Directors, act in oversight of expenditures, ensure all bills are paid in a timely manner, ensure compliance with all federal and state financial filing requirements and recommend investment strategies with the Board investment policy to the Board of Directors.

## **ARTICLE XI - OTHER COMMITTEES**

Section 1 - Committees of the Board of Directors may be established at the annual organizational meeting and may include, but not be limited to: nominating, finance/budget, tutor training and support, and public information.

Section 2 - Ad hoc committees may be established by Board action for specific purposes which shall be clearly stated.

Section 3 - Committee membership and committee chairs shall be appointed by the General Chairperson at the annual organizational meeting or as necessary.

Section 4 - Committee membership may not be limited to members of the Board of Directors if it is deemed beneficial to the committee purposes to bring in community members, volunteers, students or others.

## **ARTICLE XII - PAID STAFF**

The board of Directors may appoint paid staff members of the affiliate, fix compensation, prescribe duties and terms of employment and evaluate performance of paid staff members annually.

## **ARTICLE XIII - INDEMNIFICATION**

Section 1 – The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, Member, Director, Officer, Committee Member or volunteer of the Corporation, against expenses, including attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such actions, suits or proceedings; providing that no indemnification may be provided for any person with respect to any matter as to which that person shall have been finally adjudicated:

- a) Not to have acted honestly or in the reasonable belief that that person’s action was in or not opposed to the best interest of the Corporation; or
- b) With respect to any criminal action or proceeding, to have had reasonable cause to believe that that person’s conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order or conviction adverse to that person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that that person did not act honestly or in the reasonable belief that that person’s action was in or not opposed to the best interest of the Corporation or, in the case of a person serving as fiduciary of an employee benefit plan or trust, in or not opposed to the best interest of that plan or trust or its participants or beneficiaries and with respect to any criminal action or proceeding, had reasonable cause to believe that that person’s conduct was unlawful.

Section 2 – Notwithstanding any provision of Section I of this Article XIII, the Corporation shall not have the power to indemnify any person with respect to any claim, issue or matter asserted by or in the right of the Corporation as to which that person is finally adjudicated to be liable to the Corporation unless the court in which the action, suit or proceeding was brought shall determine that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnify for such amounts as the court shall deem reasonable.

Section 3 – Any provision of Sections 1, 2 or 4 of this Article XIII to the contrary notwithstanding, to the extent that a Director or Officer of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter therein, that Director or Officer shall be indemnified against expenses, including attorney’s fees actually and reasonable incurred, by that Director or Officer, in connection therewith. The right to indemnification granted by this Section 3 may be enforced by a separate action, suit or proceeding against the Corporation, if an order for indemnification is not entered by court in the action, suit or proceeding wherein that Director or Officer was successful on the merits or otherwise.

Section 4 – Any indemnification under Section 1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances and in the best interests of the Corporation. That determination shall be made by the Board of Directors by a majority or a quorum consisting of Directors who were not parties to that action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such a determination once made may not be revoked and, upon the making of that determination, the Director or Officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Section 5 – Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in Article XIII Section 4 that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Section 1 of the Article XIII. Those persons making such a determination may, in their discretion, require such person to provide the following to the Corporation:

- a) A written undertaking by or on behalf of the Officer or Director to repay that amount if that person is finally adjudicated:
  - a. Not to have acted honestly or in the reasonable belief that the person’s action was not in or not opposed to the best interest of the Corporation;
  - b. With respect to any criminal action or proceeding, to have had reasonable cause to believe the person’s conduct was unlawful; or
  - c. With respect to any claim, issue or matter asserted in any action, suit or proceeding was brought by or in the right of the Corporation to be liable to the Corporation unless the court in which that action, suit or proceeding was brought, permits indemnification in accordance with Section 3; and
- b) A written affirmation by the Officer or Director that the person has met the standard of conduct necessary for indemnification by the Corporation as authorized in this section. The undertaking required by Paragraph A shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

Section 6 – the indemnification and entitlement to advances of expenses provided by this article shall inure to the benefit of the heirs, executors and administrators and such a person. A right to indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 7 – The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, Committee Member or volunteer of the Corporation against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this article.

#### **ARTICLE XIV – SEAL**

When the organization becomes incorporated, the seal of the organization shall be a circular impression of the words and figures: Incorporated November 24, 2003, surrounded by the name of Literacy Volunteers of Greater Augusta.

#### **ARTICLE XV - AMENDMENTS**

Section 1 - This constitution/by-laws may be amended upon a majority vote of the Board of Directors providing a quorum is present. A copy of the proposed amendment must be mailed to each Board member of the organization at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon.

#### **ARTICLE XVI – EFFECTIVE DATE OF THE BYLAWS**

These bylaws shall become effective immediately upon adoption by a majority vote of the Board Members providing a quorum is present and voting.