

AMENDED AND RESTATED BYLAWS OF
ANNE ARUNDEL COUNTY LITERACY COUNCIL, INC.

ARTICLE I--- NAME AND PURPOSE: The name of this non-profit corporation shall be the Anne Arundel County Literacy Council, Inc. (hereinafter the "Council"). The Council shall promote literacy in Anne Arundel County by providing individualized reading and writing instruction to adults at no cost to students. The Council shall support family literacy efforts and promote interest and involvement by the citizens of the community in the activities of the Council

ARTICLE II--- PRINCIPAL OFFICE OF THE COUNCIL: The principal office of the Council shall be a street address designated by the Board of Directors. The Board of Directors shall appoint a Registered Agent for the Council and contact information for the Registered Agent shall be kept current in filings with the State of Maryland.

ARTICLE III--- MEMBERS OF THE COUNCIL: Membership in the Council shall be open to all people who accept the purpose of the Council and pay the annual dues. Members meeting these requirements are considered members in good standing and are hereinafter referred to as "Members".

- (a) Dues: The amount of annual dues and the date they are due shall be determined by the Board of Directors.
- (b) Annual Meeting: The Annual Meeting of the Members of the Council shall be held at such date, time and place within Anne Arundel County, Maryland as determined by the Board of Directors, and shall be held for the purpose of electing a Board of Directors and Principal Officers, presentation of the annual report of the Council, and conducting such other business as may come before the membership.
- (c) Special Meetings: The Board of Directors may call Special meetings of the membership at a date, time and place designated by the Board of Directors within Anne Arundel County, Maryland
- (d) Notice of Meetings: Notice of meetings of the membership shall be in writing or by electronic transmission to all Members and delivered at least ten (10) and not more than thirty (30) days before the date of the meeting. Failure of notice to any Member shall not invalidate the meeting or any action taken at the meeting.
- (e) Quorum: A quorum for meetings of the membership shall consist of five (5) Members.
- (f) Voting Rights: Each Member shall have one vote. Members may vote only in person and there shall be no proxy voting. Elections shall be decided by a vote of the majority [fifty percent (50%) plus one (1)] of those Members attending.
- (g) Procedures: All meetings of the Members shall be governed by Robert's Rules of Order.

- (h) Regular Meetings : Regular meetings of the Board of Directors shall be open to Members, subject to Article VI d) .

ARTICLE IV--- BOARD OF DIRECTORS:

- (a) Role/number: The business and affairs of the Council shall be governed by a Board of Directors (sometimes referred to hereinafter as the “Board”) comprised of no more than eleven (11) persons and no fewer than seven (7) persons.
- (b) Selection and Composition: Directors, who must be members of the Council, shall be selected on the basis of their commitment to the mission of the Council, their experience and skills, and their knowledge of the community and its needs. The Board shall be composed of persons representing the diversity of the community served by the Council.
- (c) Election/Term: Each Director shall hold office for a term of three (3) years or until a successor is duly elected. The terms of the Directors shall be staggered, with approximately one-third (1/3) of the Directors elected each year by the majority vote of the Members at the Annual Meeting. No person shall serve more than two (2) consecutive full terms on the Board. Persons serving an initial term of less than three (3) years may serve for two (2) additional three-year terms. To facilitate this, the existing Board serving on the date these Bylaws are approved by the council and adopted shall serve for an additional two years and the principal officers a period of one year beginning June 1st, 2013. After serving the maximum time allowed, a person may again serve after being off the Board for one year.
- (d) Vacancies: Vacancies on the Board occur upon (1) the death, resignation, or removal of a Director or (2) an increase in the number of Directors by resolution of the Board. Vacancies may be filled by the majority vote of the remaining Directors. A Director elected to fill a vacancy resulting from death, resignation, or removal shall serve for the balance of the vacating Director’s term. A Director elected due to an increase in the number of Directors shall serve until the next Annual Meeting.
- (e) Removal: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- (f) Resignation: A Director may resign by submitting a resignation in writing or by electronic transmission to the Board Chair or, if the resigning Director is the Board Chair, to the other Directors. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board.

- (g) Compensation: The Directors of the Council shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the Council. Nothing in this Article is intended to preclude a Director from receiving compensation for his or her service to the Council in some other capacity, provided the transaction is consistent with the Council's conflict of interest policy and Article VII (2)(b) of these Bylaws.

ARTICLE V--- OFFICERS:

- (a) Election/vacancies: A President, a Vice President, a Recording Secretary, a Corresponding Secretary, Treasurer, Student representative and Tutor Representative. (known collectively as, the "Principal Officers") shall be elected by the Members at the Annual Meeting of the Council. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any person so elected shall fulfill the term of his/her predecessor. The Board may also appoint other officers.
- (b) Term: Principal Officers shall serve a term of one (1) year and until their successors are elected, or until they are removed for cause. No officer shall serve more than three (3) consecutive terms in the same office. Terms shall coincide with the Council's fiscal year.
- (c) Removal: A Principal Officer or any other officer may be removed from office, with or without cause, as determined by a majority vote of the Board present at any meeting at which there is a quorum.
- (d) Resignation: A Principal Officer or any other officer may resign by submitting a resignation in writing or by electronic transmission to the Board Chair or if the resigning Principal Officer is the President, to the other Directors.
- (e) Authority/Duties: The officers shall have the following authorities and responsibilities.
- 1) The President, who shall serve as Chairman of the Board of Directors, shall preside at and conduct the Annual Meeting, all meetings of the Board, and all meetings of the Executive Committee. The President shall prepare the annual report of the Council, serve as the authorized representative of the Council in meetings and discussions with other organizations and agencies except where a delegate has been appointed, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.
 - 2) The Vice President, who shall serve as Vice Chairman of the Board of Directors, shall perform the duties of the President if the President is unable to do so or is absent, perform such other tasks as shall be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
 - 3) The Recording Secretary shall keep accurate records and minutes of all meetings of the Board, make available minutes of the previous meetings and distribute

them in advance of each meeting, cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain the minutes and a current listing, with contact information, of the Directors. The Recording Secretary shall also keep accurate records and minutes of the Annual Meeting and any special meetings of the Council.

- 4) The Corresponding Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws and keep the membership informed of the activities of the Council, shall maintain a list of the Members, shall conduct the Council's correspondence, and shall be responsible for providing Members with copies of the Bylaws and any amendments thereto.
- 5) The Treasurer shall maintain the financial records of the Council, make a financial report at Board meetings, including a comparison with the annual budget, prepare an annual financial report for the Annual Meeting, and prepare or cause to be prepared, and file, any and all financial statements and tax returns as required by law. The Treasurer shall manage the Council's financial assets, collect receipts, and make authorized disbursements in accordance with procedures adopted by the Board. The Treasurer shall advise the Corresponding Secretary of any dues collected from the membership. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as Chair of the Finance and Audit Committee.
- 6) The Tutor Representative shall be a current active tutor of the Anne Arundel County Literacy Council, attend board meetings and participate in all activities of the Board. The Tutor Representative is Intended to provide the board with perspective from the organization's tutors.
- 7) The Student Representative shall be a current active student of the Anne Arundel County Literacy Council, attend board meetings, and participate in all activities of the Board. The Student Representative is Intended to provide the board with perspectives from the organization's students.
- 8) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by Principal Officers given the authority by the Board.

ARTICLE VI--- MEETINGS OF THE BOARD:

- a. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly, and may be scheduled more frequently by the President.

- b. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- c. Notice of Meetings: Notice of regular Board meetings shall be in writing or by electronic transmission to all Board members and delivered at least ten (10) days before the day of the meeting.. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing or by electronic transmission to all Board members at least forty eight (48) hours prior to the meeting time. Failure of notice to any Director shall not invalidate the meeting or any action taken at the meeting.
- d. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons when appropriate may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.
- e. Quorum: A quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person.
- f. Voting: Each Director shall have one vote. Directors may vote only in person and there shall be no proxy voting. Except as otherwise provided in these Bylaws, decisions of the Board shall be by vote of a majority [fifty percent (50%) plus one (1)] of those Directors present, assuming a quorum, but not less than one-third (1/3) of the Directors then serving.
- g. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.
- h. Meeting Procedures: All meetings of the Board of Directors shall be governed by Robert's Rules of Order.

ARTICLE VII--- BOARD COMMITTEES:

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees, each committee to consist of at least two (2) but no more than seven (7) Directors unless otherwise specified

herein. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Board Chair shall select the Chair of all committees, and serve as an *ex officio* member of all committees, unless otherwise specified herein. The Board Chair may also from time to time appoint one or more persons as Consulting Members of a Board committee to serve at the pleasure of the Board and such persons need not be Directors. Consulting Members may not comprise a majority of any committee and may not have voting power on any committee permitted to act on behalf of the Board without further action. Consulting Members shall be held to the same standards, procedures and fiduciary duties as are applied to Directors hereunder.

- 1.. Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:
 - i. Approve action that requires full Board approval;
 - ii. Fill vacancies on the Board of Directors or any of its committees;
 - iii. Amend the Articles of Incorporation;
 - iv. Adopt, amend or repeal the Bylaws;
 - v. Approve a plan of merger, consolidation or dissolution; or
 - vi. Employ or discharge anyone from employment with the Council.

2. There shall be the following Standing Committees:

(a) Executive Committee. The Executive Committee shall be comprised of the Principal Officers and one (1) member of the Board elected at large each year by the Board of Directors. When it is not practicable to convene a meeting of the full board to deal with a particular issue requiring immediate action, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the Council that lawfully may be exercised by the Executive Committee, except as specified in Article VII.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session.

(b) Finance and Audit Committee. The Finance Committee shall be comprised of at least two (2) but not more than three (3) directors. The Treasurer shall serve as the Chair of the Committee. The Chair of the Committee shall select committee members and present the selections for approval by the full Board of Directors. The Finance and Audit Committee shall be responsible for oversight of the financial operations of the Council. While serving on the Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Council or (ii) have participated in any other transactions with the Council in which he or she has a financial interest within the previous year or any period that an audit might address.

The Committee shall undertake the following responsibilities:

- 1) Review, discuss and recommend changes to the proposed annual budget of the Council and submit for approval to the Board;
- 2) Review, discuss and recommend changes to the Council's financial statements and tax returns, and monitor compliance with Generally Accepted Accounting Principles and tax law;
- 3) Oversee the agency audit, if required, using an auditor selected by the Board. If an audit is not required, the members of the Committee who are not Principal Officers shall provide an annual independent review of the Council's financial statements;
- 4) Make recommendations regarding banking resolutions and internal controls to the Board.

(c) Governance Committee. The Governance Committee shall be comprised of at least three (3) but not more than four (4) directors. The Chair of the Committee shall select committee members and present those selections for approval by the full Board of Directors. The Governance Committee shall be responsible for oversight of the Board of Directors' governance activities and board development.

The Committee shall undertake the following responsibilities:

- 1) Provide orientation for new members of the Board and establish stated expectations for board members, including expectations for participation in fundraising activities, committee service, and program activities;
- 2) Ongoing Board development, leadership development, and self-assessment;
- 3) Regular review of the Council's Bylaws to ensure compliance with law and suitability for the needs of the Council, and preparation of proposed amendments to the Bylaws and articles of incorporation when necessary and appropriate;
- 4) Monitor compliance by the Board with applicable law and best practices for nonprofit organizations;
- 5) Make recommendations to the Board regarding the removal of Directors from the Board;
- 6) Monitor compliance by directors, employees and volunteers with the Council's conflict of interest policy, reviewing disclosure statements submitted, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy;
- 7) Recommend and oversee procedures for the evaluation of the job performance and compensation of the employees of the Council and, as necessary, for succession planning;
- 8) Recommend and oversee procedures and or policies to ensure that the Council represents the interests of the people it serves through public education and public policy advocacy, as well as by encouraging board members, staff, volunteers and constituents to participate in the public affairs of the community, while ensuring that the activities of the organization are strictly nonpartisan; and
- 9) Periodically conduct an internal review of the organization's compliance with known existing legal, regulatory and financial reporting requirements (including document retention and destruction policy) with the support of other board committees for their

respective areas of focus and provide a summary of the results of the review to members of the Board of Directors.

(d) Program Committee. The Program Committee shall be comprised of at least one (1) but not more than two (2) directors, together with the Tutor Representative and Student Representative of the Council, who shall serve as Consulting Members of this Committee. The Chair of the Committee shall be appointed by the Board Chair and shall select committee members and present those selections for approval by the full Board of Directors.

- i. The Tutor Representative shall be a current active tutor of the Council, and provide the Board with the perspectives of the organization's tutors.
- ii. The Student Representative shall be a current active student of the Council and provide the Board with the perspectives of the organization's students.

The Committee shall be responsible for oversight of the Council's program offerings and shall undertake the following responsibilities:

- 1) Assess and recommend improvements to the Council's student recruitment, student intake, tutor recruitment, tutor intake, tutor training, student-tutor matching, tutoring, and supporting processes in the context of best practices of umbrella literacy organizations or other literacy councils, and input from program participants;
- 2) Evaluate the performance of the Council's programs, including development of outcome and cost-effectiveness measures;
- 3) Assess program scope and activity versus the levels assumed in the annual budget and ensure that any major differences are communicated to the Finance and Audit Committee and others as appropriate;
- 4) Review, discuss and recommend changes to reports on program activity and performance measures provided to other literacy organizations and the community;
- 5) Assess the scope and nature of the Council's programs in the context of community needs and the Council's mission and capabilities;
- 6) Review, discuss and recommend changes to any proposed new programs or major changes to existing programs and submit for approval to the Board; and
- 7) Develop policies to protect participant confidentiality.

(e) Development Committee. The Development Committee shall be comprised of at least two (2) but not more than three(3) directors. The Chair shall be appointed by the Board Chair and shall select committee members and present those selections for approval by the full Board of Directors. The Committee shall be responsible for the development of plans for grant submissions, fundraising goals and strategies to attain them, community outreach to increase awareness of the Council and its programs, and forming and maintaining community partnerships with respect to fundraising. Prior to accepting any grant opportunity that would entail new programs or major changes to existing programs, the Committee will jointly, with the Program Committee, prepare a proposal for approval of the Board. The Committee shall arrange for maintenance of copies of all fundraising materials and receipts and shall monitor for compliance with legal requirements.

(f) Nominating Committee. The board chair shall select three (3) members from the Council, at least one of which shall be a board member, to serve. The committee shall identify current directors to serve in leadership roles of the board and recommend board candidates , who have agreed to serve, for open director and officer positions, director vacancies and at-large executive positions.

ARTICLE VIII---HUMAN RESOURCES:

1. Employees

- (a) The Board may appoint staff and delegate duties and customary authority. The duties and authority delegated shall be memorialized in written job descriptions.
- (b) Staff shall be subject to hire and termination by the Board.
- (c) Employees will receive orientation and a regular written evaluation of their performance.

2. Review - The Board of Directors shall periodically review and approve the Council's policies with respect to employees and volunteers.

ARTICLE IX---CONFLICT OF INTEREST.

The standard of behavior at the Anne Arundel County Literacy Council (AACLC) is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the AACLC on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The purposes of this policy are to protect the integrity of the AACLC decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and Board members. All members of the Council shall make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated as appropriate.

In the course of meetings or activities, the council members shall disclose any interests in a transaction or decision where they (including business or other nonprofit affiliations), their family and/or significant other, employer, or close associates shall receive a benefit or gain. After disclosure, the council member shall be asked to leave the room for the discussion and shall not be permitted to vote on the question. This policy is not intended to replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Additionally, this policy is meant to supplement good judgment and all council members shall respect its spirit as well as its wording.

ARTICLE X---INDEMNIFICATION:

The Council shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including payment of related legal expenses and shall maintain Officers and Directors and other insurance coverage adequate for the nature and extent of the organization's activities.

ARTICLE XI---EXONERATION

To the fullest extent permitted by Maryland or Federal law, no director or officer of the Council shall be personally liable to the Council or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE XII--- INSURANCE:

The Board shall evaluate the Council's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance and directors and officers liability insurance.

ARTICLE XIII--- CORPORATE RECORDS:

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Council a record of the names and addresses of the Directors as well as its Articles of Incorporation, current Bylaws and Board approved policies. The Council shall make available to the public its annual report, its application to the IRS for tax-exempt status, its IRS determination letter, and its most recently filed IRS form 990. The Council will prepare, and make available annually to the public, information about the organization's mission, program activities, and basic financial data. Basic financial data should, at a minimum, include a summary statement of activities and a summary statement of financial position. The report should also identify the names of the organization's Board of Directors and management staff. All books and records of the Council may be inspected by any Director within three (3) business days of written request.

ARTICLE XIV---- SIGNATURE AUTHORITY:

All checks, notes, acceptances, and orders for payment of money shall be signed by any individual authorized by the Board as described in the Council's Board resolutions and financial policies. All contracts, leases, and deeds of any kind shall be signed by the President, Vice President, or any other agent of the Council designated by the Board.

ARTICLE XV--- FISCAL YEAR:

The fiscal year of the Council shall be from June 1st to May 31st.

ARTICLE XVI--- ACTION WITHOUT MEETING:

Any action, which may be properly taken by the Board assembled in a meeting, may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE XVII--- AMENDMENTS:

These Bylaws may be amended by a simple majority vote of the members present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted in writing or by electronic transmission to all members and delivered at least ten (10) and not more than thirty (30) days before the date of the meeting.

ARTICLE XVIII--- NON-DISCRIMINATION:

The Council shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

ARTICLE XIX--- DISSOLUTION:

The Council may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Council exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Council is then located exclusively for such purposes or to such organizations.

Adopted by the Board this _____ day of _____ 2012.

President

Date