

CONSTITUTION AND BY-LAWS
LITERACY VOLUNTEERS OF AMERICA-HUNTINGTON VALLEY

ARTICLE I - NAME

The name of the organization shall be Literacy Volunteers of America-Huntington Valley.

ARTICLE II - PURPOSE

Section 1 - The purpose of the organization shall be to promote and foster increased literacy in Huntington Beach, Fountain Valley and contiguous areas in the state of California through volunteer teaching of and aid to the illiterate and semi-literate; to encourage and aid individuals, groups 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 - This organization shall have no capital stock, its objective and purpose being solely of a charitable, literary and educational character and not for individual pecuniary gain or profit to its members. No part of the income or assets of this organization shall inure to the benefit of any private individual or member. This shall not prohibit payment to individuals for services received or assets purchased.

Section 3 - No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and no part of its activities shall consist of intervening (including the publishing and distributing of statements) in any political campaign in behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

Section 1 - No person shall be denied membership because of sex, race, color, nationality, religion, political belief, age, disability or veteran status.

Section 2 - Voting Membership: The voting membership shall consist of all volunteers who are active in the program, hereinafter referred to as active members.

Section 3 - There is no fee for making application for membership, nor any dues. Membership shall not be assessable.

ARTICLE IV - MEETINGS OF MEMBERSHIP

Section 1 - An annual meeting of members of the organization for the election of Board members and 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 directors. Notice of the annual meeting shall be mailed by the secretary to all active members at least twenty (20) days before the meeting.

Section 2 - Special meetings of the organization may be held at the call of the Board of Directors. The secretary shall mail notice of such meetings, which shall contain the purposes of the meeting, to all active members at least twenty (20) days before the date of the meeting.

Section 3 - Voting: Each active member of the organization shall be entitled to one vote.

Section 4 - Quorum: Thirty (30) per cent of the active members of the organization present shall constitute a quorum.

Section 5 - Proxies: Proxies shall not be allowed. Each active member shall be personally present to vote.

ARTICLE V NOMINATION TO BOARD OF DIRECTORS

Section 1 - At least thirty (30) days before each annual meeting of the members of the organization, the Nominating Committee Chairperson shall prepare a slate of nominations for Directors to be voted on by the membership at the next annual meeting of the members of the organization.

Section 2 - Any active member of the organization at any annual meeting may, with the consent of the nominee, nominate candidates for directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Duties: The property affairs and management of the organization shall be vested in and controlled by the Board of Directors.

Section 2 - Number of Directors: The Board of Directors shall consist of fifteen (15) directors.

Section 3 - Election, Appointment and Term of Directors:

The directors shall be elected at the annual meeting of the active members by a plurality of the votes cast for a term of three (3) years. Directors may be elected to succeed themselves for one (1) additional consecutive term. After an absence from the board of one (1) year they may be elected for another term.

Section 4 - Quorum: Fifty (50) per cent of the Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 5 - Meetings: The Board of Directors shall meet ten times per year and any other time and place specified by the president and any other two members of the Board of Directors. All directors will be informed as to the regular scheduling of these meetings in the course of their orientation. If time and/or place of a meeting must be changed for any reason, or if a meeting must be cancelled or a special meeting called, notice will be given to all directors by telephone or by mail at least seven (7) days prior to that meeting. All regular meetings of the Board of Directors shall be open to the membership of the organization, who shall be informed of meeting schedules.

Section 6 – The Board of Directors shall have power at any time to fill vacancies among its members, and individuals so elected to fill such vacancies shall serve until the next election of officers or until their successors are elected.

Section 7 – Any board member may be removed from office by a two-thirds vote of the Board of Directors for cause. Cause may be unexcused absence from three (3) consecutive meetings of the Board of Directors.

Section 8 - Advisory Board: An advisory board will be elected by a majority of board members. It will be made up of non-voting members who will serve for a term of one (1) year. They need not have been trained as tutors. They may attend all board meetings and serve on committees. At the end of their term, they may be elected to serve as a voting member the Board of Directors.

ARTICLE VII - OFFICERS

Section 1 - Officers of the organization shall be a President, one or more Vice-presidents, a Treasurer, one or more Secretaries, and such other officers as the board members may designate. These officers shall be elected by a majority of the board members.

Section 2 – Term of Office: All officers except the Treasurer shall be elected for a term of one (1) year. An individual may be elected to the same office for a maximum of three (3) consecutive terms. An individual may be elected Treasurer for an unlimited number of consecutive terms. All officers shall be members of the Board of Directors.

Section 3 – Duties of Officers:

a) **President** - The president shall preside at all meetings of the membership of the organization and of the Board of Directors. Subject to the authority of the Board of Directors, she/he shall have general charge of the affairs of the organization. She/he shall appoint all committee chairpersons and serve as Chair of the Executive Committee.

b) **Vice-President** - The Vice-President shall have such powers as may be specifically assigned to her/him by the Board of Directors and shall act as president in the absence of the president.

c) **Secretary** - The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and the membership and shall perform whatever duties are specifically assigned to her/him by the Board of Directors.

d) **Treasurer** - The Treasurer shall receive all moneys for the organization and have custody thereof. S/he shall deposit the funds of the organization in one or more banks selected by the Board of Directors, to be disbursed in accordance with the directions of, and upon the signatures of, persons designated by the Board of Directors. S/he shall keep a full account of all moneys received and paid out and shall make such reports thereof to the president and Board of Directors as they may require. S/he shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the organization. S/he shall keep full account of all deeds, securities, notes and financial papers of the organization and shall make such reports thereof to the president and Board of Directors as they require. S/he shall sign such papers as may be required by this office or as may be incidental to the office. S/he may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his duties.

e) Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

ARTICLE VIII - PAID STAFF

The Board of Directors may appoint paid staff members of the organization, fix compensation, and prescribe duties and terms of employment.

ARTICLE IX - COMMITTEES

Section 1 - There shall be a Nominating Committee, Executive Committee, Finance Committee, Public Relations Committee and Fund Raising Committee. Additional committees may be appointed by the President with the approval of the Board of Directors. The President shall appoint committee chairpersons, subject to the approval of a majority of attending Board members, for a term of one (1) year. Chairpersons in turn shall select members of the committee in consultation with the president.

Section 2 - Executive Committee: The Executive Committee shall consist of the officers and other persons designated by the Board of Directors from among its members and shall be chaired by the President of the Board of Directors. The Executive Committee shall have all the powers of the Board of Directors during intervals between Board meetings, subject to approval by a majority of

the Board members which may be sought by individual telephone poll.

Section 3 - Finance Committee: The Finance Committee shall present to the Board of Directors for approval the annual budget for the coming year prior to the beginning of the that fiscal year; review income and expenditures for comparison to the budget; and plan and implement ways to finance the programs approved by the Directors. Chair of the Finance Committee shall be the Treasurer.

Section 4 – Fund-Raising Committee: The Fund-Raising Committee is responsible for the overall direction and control of the fund-raising efforts of the organization.

Section 5 - Public Relations Committee: The Public Relations Committee shall coordinate the public relations efforts of the affiliate to explain and publicize the Literacy Volunteers program.

ARTICLE X - DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the local affiliate organization or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property and assets of the organization shall be distributed to Literacy Volunteers of America or to such similar non-profit charitable organization or organizations as may be selected by the Board of Directors of the local affiliate and which is or are tax-exempt organizations pursuant to Section 501 (c) (3) of the Internal Revenue Code, so that business properties and assets of the organization shall in such event be used for and devoted to the purposes of promoting Literacy Volunteers organizations. In no event shall any of the assets and property of the organization or the proceeds of any such property or assets in the event of such dissolution go or be distributed to members either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other such purposes, it being the intent that in the dissolution of the organization, or upon its ceasing to carry out the objectives and purposes herein set forth, the property and assets then owned by the organization shall be devoted to carrying on the functions and purposes of such non-profit Literacy Volunteers affiliates as the Board of Directors shall determine and direct.

ARTICLE XII - USE OF THE NAME

The words "Literacy Volunteers" shall not remain in part of the LVA affiliate member organization's name if there ceases to be an affiliation between this organization and Literacy Volunteers of America, Inc., a New York State non-profit corporation with offices in Syracuse, New York. Upon written request of Literacy Volunteers of America, Inc., the officers, directors and members of the LVA affiliate member organization shall take all necessary measures to execute and file all necessary documents to change the organization's name so as to omit the words "Literacy Volunteers."

ARTICLE XIII - AMENDMENTS

Section 1 - This constitution/by-laws may be amended upon a two-thirds vote of the active members present and voting at any meeting of the organization provided an announcement of the proposed amendment shall have been mailed to each member of the organization at least twenty (20) days before the date of the meeting at which the proposed amendment is to be acted upon.

Section 2 - Amendments adopted by this affiliate member organization shall be consistent with the national by-laws of LVA, unless approved by LVA.

ARTICLE XIV - EFFECTIVE DATE

This constitution/by-laws shall become effective immediately upon adoption by a two-thirds vote of the members of the organization present and voting.

Approved June 19, 1985

Amended June 24, 1989

Amended June 19, 1997