



**AMENDED BYLAWS
of the INDIANA LITERACY ASSOCIATION, INC.**

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the Indiana Literacy Association, Inc., hereinafter referred to as the ILA.

Section 2: The Indiana Literacy Association is organized exclusively for charitable, scientific, and educational purposes, more specifically to improve access to literacy and basic skills education by providing for the professional development and networking needs of literacy volunteers and organizations serving adult and family literacy clients in the state of Indiana.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall be open to all persons, organizations, businesses, or corporations who support the purposes of the ILA and who pay established annual membership fees to ILA's collaborating organization Indiana Association for Adult Continuing Education (IAACE).

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of the Association. The Board delegates responsibility for day-to-day operations to the Executive Director or to the Executive Committee and other standing or ad hoc committees as may be appointed by the Board. The Board shall have up to eleven members and not fewer than six members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place or via a conference call option.

Section 3: Board Elections. The Board of Directors shall be elected from a slate prepared by the Nominating Committee, by a majority of members present and voting, at the annual meeting of the corporation. Nominations may be received from the field prior to the annual meeting or accepted from the floor with the consent of the nominees. Directors must be chosen from the membership. Each Board member shall serve from July 1 until the expiration of their term limit.



Section 4: Terms. Board members shall serve staggered two-year terms, but are eligible for re-election for three consecutive terms. Individuals will become eligible for Board service again after one year.

Section 5: Quorum. Fifty-one percent of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6: Notice of meetings. An official Board meeting requires that each member have written notice not less than seven days before the meeting.

Section 7: Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members at least seven days in advance of the Board meeting. These nominations shall be sent out to Board members with the regular meeting notice, to be voted on at the next Board meeting. The term of the appointee shall be for the unexpired portion of the term of the person he/she succeeds.

Section 8: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the President or the Secretary. A Board member may be dropped for excessive absences from the Board if she/he has three unexcused absences from Board meeting in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or any three members of the Board. The Secretary shall send out notices of special Board meetings to each Board member not less than seven days before the meeting.

Section 10: Parliamentary Procedure. In the event that parliamentary considerations emerge, Roberts Rules of Order shall prevail in any case not specifically determined in these bylaws or other written policy.

Section 11: Conflict of Interest. See Conflict of Interest Policy for the ILA addendum.

ARTICLE IV - OFFICERS

Section 1: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary and Treasurer. These officers, together with the immediate Past Chair, shall constitute the Executive Committee.



Section 2: Election and Term of Office. The officers of the Board of Directors of the Indiana Literacy Association, Inc. shall be elected from a slate of the Board members prepared by the Nominating Committee. All prospective officers must be members of the current Board of Directors. The term of officers shall be one year. However, there shall be no limit on the number of terms an officer may serve. Upon completion of his/her term, the Chair shall serve one term on the Executive Committee.

Section 3: Vacancies. Vacancies caused by death, illness, relocation and non-attendance in any elective office except the Chair shall be filled by appointment of the Chair and confirmed by the Board. A Chair's vacancy shall be filled by the Vice-Chair. The term shall be for the unexpired portion of the term of the person she/he succeeds.

Section 4: Removal. Any officer elected or appointed to the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice.

Section 5: Chair. The Chair shall convene regularly scheduled meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer, and Immediate Past Chair. The Chair shall also serve as Acting Executive Director in the absence of an Executive Director (paid staff).

Section 6: Vice-Chair. The Vice-Chair will chair meetings in the absence of the Chair and will be an ex-officio member of all ad hoc and other committees.

Section 7: Secretary/Treasurer. The Secretary /The Treasurer shall be responsible for sending out meeting announcements, agendas and minutes to each Board member, for taking minutes at each Board meeting, for maintaining corporate records, including correspondence, and keeping records of Board actions. Report on finances at each Board meeting, chair the Finance Committee, assist in the preparation of the budget, and make financial information available to Board members, to the general membership and to the public as appropriate.

ARTICLE V - ANNUAL MEETING

Section 1: Annual Meeting. The regular annual meeting of the membership shall be held in the fourth quarter of the fiscal year. The date, time and place of the meeting shall be set by the Board of Directors. The annual meeting will provide an opportunity to elect new Board members, review the activities of the past year, receive volunteers for committee service, receive suggestions and proposals for the activities of the ILA,



appoint three board members to serve on the IAACE board and review the IAACE Memorandum of Understanding (MOU IAACE) and hear concerns of the membership.

Section 2: Conduct of the Annual Meeting. The annual meeting will be planned and conducted by the outgoing Board of Directors.

Section 3: Notice. Notice of the annual meeting shall be given in writing to all members electronically or by standard U.S. mail, not less than two weeks before the meeting.

ARTICLE VI - COMMITTEES

Section 1: Committees. The Chair of each committee shall be a member of the Board and be appointed by the Chair. The Board may create ad hoc or new standing committees as needed. Committee members do not have to be members of the Board, but must be members of the ILA.

Section 2: Executive Committee. The three officers of the Board and the immediate Past Chair serve as members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board, except for the power to amend the Articles of Incorporation. A quorum of two is adequate for decision making by the Executive Committee.

Section 3: Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least one other Board members. The Finance committee is responsible for developing and reviewing fiscal procedures, developing an annual budget with staff and other Board members, and developing a fund raising plan. The Board must approve the budget, and all expenditures must be within the budget. The Board or Executive Committee must approve any major change in the budget. The fiscal year shall reflect the timing of the annual meeting. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.

Section 4: Nominating Committee.

- a. A minimum of three members shall be selected by the Chair no later than thirty days prior to the annual meeting and their names reported to the Board of Directors.
- b. The Chairman of the Nominating Committee shall be chosen by the committee members.



- c. The Nominating committee shall present in writing a slate of candidates for open positions on the Board of Directors at least three weeks before the annual meeting, after obtaining the consent of each nominee.
- d. The Nominating committee shall present a slate of candidates for each office of the Association at least three weeks before the annual meeting. Prospective officers must be current members of the Board.
- e. Nominations are also accepted from the floor at the annual meeting.

ARTICLE VII - ADVISORY COUNCIL

Section 1: Advisory Council members may be appointed to an Advisory Council for the purpose of providing specific services or support to the organization. Advisory Council members have the same term limits as Board members. They are welcome at all Board meetings, may participate in discussions, and may serve on committees; however, Advisory Council members are not required to attend meetings and are not counted when considering a quorum. Advisory Council members must be members of the Association.

ARTICLE VIII - DISSOLUTION OF ASSOCIATION Section 1: Disbursement of assets. Should the Indiana Literacy Association, Inc. dissolve, either voluntarily or involuntarily, any remaining assets of the corporation, after payment of debts, shall be distributed to a public benefit corporation organized under the laws of Indiana which include within its mission statement a commitment to the promotion of literacy skills.

ARTICLE IX - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of voting members, whether voting is held at a board meeting or sent electronically.

These Bylaws were approved at the Board Meeting of the Indiana Literacy Association, Inc. on December 3, 2019.